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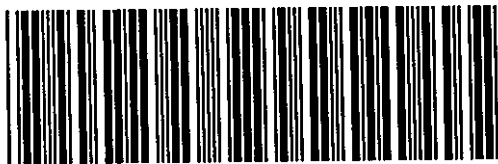
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3378046

The Registrar of Companies for England and Wales hereby certifies that  
LONDON WASTE ACTION

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 23rd May 1997



\*N03378046I\*

  
A. F. FLETCHER

For The Registrar Of Companies



C O M P A N I E S H O U S E

Package: 'Laserform'  
by Laserform International Ltd.

# 12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

Company Name in full



\* F 0 1 2 0 F 1 0 \*

LONDON WASTE ACTION

I, ANDREW JULIAN BLAKE

of CHEAPSIDE HOUSE, 138 CHEAPSIDE, LONDON EC2V 6BB

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at ALLEN & VERY, ONE NEW CHANGE, LONDON EC2V 6BB

the

22<sup>nd</sup>.

day of

MAY

One thousand nine hundred and ninety

SEVEN

① Please print name.

before me①

MORGAN KIDONE

Signed

Date

22/05/97.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Bates, Wells & Braithwaite

Cheapside House, 138 Cheapside, LONDON, EC2V 6BB

Ref: JB/012975.1

Tel 0171 551 7777

DX number 42609

DX exchange (CHEAPSIDE 1)

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh



Please complete in typescript,  
or in bold black capitals.

# 30(5)(a)

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full



LONDON WASTE ACTION

I,

ANDREW JULIAN BLAKE

of

CHEAPSIDE HOUSE, 138 CHEAPSIDE, LONDON EC2V 6BB

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Andrew Julian Blake*

Declared at

ALLEN & BERRY, ONE NEW CHANGE, LONDON E24 9QG

the

22<sup>nd</sup>

day of

MAY

One thousand nine hundred and ninety

SEVEN

① Please print name.

before me ①

MORGAN KIRONE

Signed

*M. Kirone*

Date

22/05/97

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

BATES, WELLS AND BRAITHWAITE, CHEAPSIDE HOUSE  
138 CHEAPSIDE, LONDON EC2V 6BB  
Tel 0171-551-7777  
DX number 42609 DX exchange (CHEAPSIDE 1)

Companies House receipt date barcode

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

**Package:** 'Laserform'  
by Laserform International Ltd.

*Please complete in typescript,  
or in bold black capitals.*

Notes on completion appear on final page

# First directors and secretary and intended situation of registered office

## Company Name in full



\* F 0 1 0 0 F 1 0 \*

## Proposed Registered Office

(PO Box numbers only, are not acceptable)

CHEAPSIDE HOUSE

138 CHEAPSIDE

Post town LONDON

County / Region

Postcode EC2V 6BB

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

1

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Bates, Wells & Braithwaite

Cheapside House, 138 Cheapside, LONDON , EC2V 6BB

Ref: JB/012975.1

Tel 0171 551 7777

DX number 42609

DX exchange (CHEAPSIDE 1)

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name LONDON WASTE ACTION

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s) DONALD GORDON

Surname WILLIAMSON

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town 25 CHRISTCHURCH ROAD

County / Region LONDON

Postcode SW14 7AB

Country

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

**Consent signature**

D.C. Williamson

**Date**

19/5/97

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

LORD

\*Honours etc

Forename(s) ALLEN JOHN GEORGE

Surname SHEPPARD (OF DIDGEMERE)

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town ROYDON, NEAR HARLOW

County / Region ESSEX

Postcode CM19 5JN

Country

Day Month Year

**Date of birth**

25

12

1932

**Nationality**

BRITISH

**Business occupation**

COMPANY DIRECTOR

**Other directorships**

SEE SCHEDULE ANNEXED

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

**Consent signature**

M. J. W. W.

**Date**

19/5/97

Lord Sheppard, page B

Entrepreneur Estates Limited  
Entrepreneur Properties Limited

Director resigned Jan 1995 ) companies part-owned  
Director resigned May 1995 ) by GrandMet

Bowater PLC  
Brigall Recons Group PLC  
Business Investment Group (General Partner) Ltd.  
Business Investment Group Limited  
Meyer International PLC  
Pavilion Services Group Limited  
Pavilion Services Trustees Limited

Director resigned Mar 1995  
Chairman resigned May 1996  
Director resigned Oct 1993  
Director resigned Oct 1993  
Dep. Chairman resigned Jul 1994  
Dep. Chairman resigned Nov 1994  
Director resigned Nov 1994

~~Current General Interest Appointments~~Other directorships

Animal Health Trust

Blue Cross

Council Member  
Board Member and Chairman of Centenary Campaign

Business in the Community

Conservative Party Board of Management

London First

~~London First~~

London School of Economics

Prince's Trust Administrative Council

The Brewers Society

Chairman  
Member  
Chairman  
~~Co-Chairman~~  
Governor and Chairman of Foundation Council  
Chairman  
Vice-President

LORD SHEPPARD - DIRECTORSHIPS - AS AT 9.12.96

Current Statutory Appointments

Didgmore Consultants Limited Chairman since 29.2.96  
 GD Railways PLC Non-Executive Chairman since 6.12.96  
 Group Trust PLC (previously Group Development Capital Trust) Non-Executive Chairman since 9.8.94  
 McBride PLC Non-Executive Chairman since 18.5.95  
 Robert McBride Group Pension Fund Trustees Ltd Director since 21.12.93  
 Unipart Group of Companies Non-Executive Chairman since 22.8.96

Statutory appointments within the last five years

Grand Metropolitan PLC	Chairman	resigned Feb 1996	
Grand Metropolitan Finance PLC	Director	resigned Feb 1996	1
The Pillsbury Company (inc. in USA)	Director	resigned Feb 1996	1
Cleveland Place Holdings	Chairman	resigned Aug 1995	1
Grand Metropolitan Inc. (inc. in USA)	Director	resigned Nov 1992	1
Grand Metropolitan International Finance PLC	Director	resigned Oct 1992	1
Grand Metropolitan Investments Ltd.	Director	resigned Oct 1992	1
Grand Metropolitan Nominee Company (No. 3) Ltd	Director	resigned Jan 1992	1
Grand Metropolitan Nominee Company Ltd	Director	resigned Jan 1992	1
Grand Metropolitan Property Company Ltd	Director	resigned Sep 1991	1
International Distillers & Vintners	Director	resigned Apr 1992	1
Leisure International Limited	Director	resigned Oct 1992	1
Montrac Ltd	Director	resigned Jan 1992	1
Tomorrow's People Limited	Director	resigned Jan 1992	1
Indell Investments Limited	Director	resigned Jan 1992	1

companies wholly owned by GrandMet

**Company Secretary** (see notes 1-5)**NAME** \*Style / Title

\*Honours etc

Forename(s)

\*Voluntary details

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**

26

09

1961

**Nationality**

BRITISH

**Business occupation****Other directorships**GREENWICH TRAINING COMPANY, ~~LOCAL GOVERNMENT~~

INFORMATION UNIT, ASSOCIATION OF LONDON GOVERNMENT LTD

&amp; Greenwich Information Centre Ltd

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

**Consent signature****Date**



## OTHER DIRECTORSHIPS OF JONATHAN TOBY HARRIS

National Institute for Social Work Ltd  
Local Government International Unit Ltd  
AMA Properties Ltd  
National Nursing Examinations Board  
Association of London Authorities (Properties) Ltd  
London First  
Help for ~~the~~ Health Trust  
The Learning Agency  
Association of London Government Ltd

**Company Secretary** (see notes 1-5)**Form 10 Continuation Sheet**

Company number

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

MR

\*Honours etc

Forename(s)

JONATHAN TOBY

Surname

HARRIS

Previous forename(s)

Previous surname(s)

**Address****Usual residential address**

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

N4 4PD

Country

Day Month Year

**Date of birth**

11

10

1953

**Nationality**

BRITISH

**Business occupation**

CHIEF EXECUTIVE

**Other directorships**

SEE SCHEDULE ANNEXED

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


**Consent signature****Date**

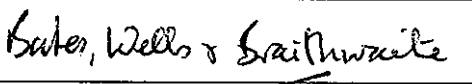
19/5/97

**Directors**

(continued)

(see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	MR	<b>*Honours etc</b>	CBE
	<b>Forename(s)</b>	ROBERT STEPHEN		
<small>* Voluntary details</small>	<b>Surname</b>	O'BRIEN		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>Address</b>	13 TREDEGAR SQUARE			
<b>Usual residential address</b>				
For a corporation, give the registered or principal office address.	<b>Post town</b>	BOW		
	<b>County / Region</b>	LONDON	<b>Postcode</b>	E3 5AD
	<b>Country</b>			
	<b>Day</b>	<b>Month</b>	<b>Year</b>	
<b>Date of birth</b>	14	08	1936	<b>Nationality</b> BRITISH
<b>Business occupation</b>	COMPANY DIRECTOR			
<b>Other directorships</b>	GOVERNOR EAST LONDON UNI. BUSINESS IN THE COMMUNITY, THE PRINCE'S YOUTH BUS. TRUST, CHURCH URBAN FUND			
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>				<b>Date</b> 19/5/97

<b>This section must be signed by</b>			
<i>Either</i>			
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>		<b>Date</b> 20/05/97
<b>Or the subscribers</b>	<b>Signed</b>		<b>Date</b>
<i>( i.e those who signed as members on the memorandum of association).</i>	<b>Signed</b>		<b>Date</b>
	<b>Signed</b>		<b>Date</b>
	<b>Signed</b>		<b>Date</b>
	<b>Signed</b>		<b>Date</b>
	<b>Signed</b>		<b>Date</b>

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

## THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

## MEMORANDUM OF ASSOCIATION

3378046

of

## LONDON WASTE ACTION

1. The name of the company (hereinafter called "the Company") is LONDON WASTE ACTION.
2. The registered office of the Company will be situate in England and Wales.

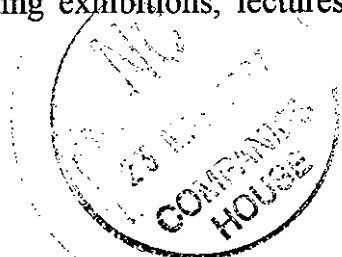
Objects

3. The Company's objects are to promote for the public benefit waste management practices which promote the conservation, protection, improvement and sustainability of the physical and natural environment in and around London.

Powers

4. To promote its objects but not for any other purpose the Company may:-
  - (a) promote waste minimisation, recycling and reuse and other sustainable resource and waste management practices;
  - (b) inform and educate the public and (in the public interest) those in the waste management industry concerning the actual and potential need for promotion of the objects and the best means of meeting such need;
  - (c) promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

S/Day (1)  
£100-00  
BARCLAYS  
615938



- (d) promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- (e) promote the means and logistics of efficient collection, handling, sorting and transport of waste in and around London;
- (f) promote sustainable energy management;
- (g) promote the recovery and processing of secondary materials, 'closed loop' chains of production, and technologies or systems which minimise the use of resources and/or serve to conserve, protect, improve and sustain the physical and natural environment;
- (h) provide or assist in the provision of money, materials, administration or other services or other help and assistance of whatsoever kind particularly to charitable registered environmental bodies;
- (i) bring together all human and material resources of whatsoever kind and give or procure such advice, take such initiatives, provide such services and proffer such assistance as shall be considered appropriate;
- (j) enquire into, survey or otherwise investigate the needs of those who may be benefited hereunder;
- (k) write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
- (l) liaise and co-operate (on an exclusively charitable basis) with governmental, public and private sector organisations in the UK and elsewhere;
- (m) purchase, lease, hire, receive in exchange or as a gift, any interest whatever in real or personal property and equip it for use;
- (n) (subject to any consent required by law) sell, manage, lease, mortgage, exchange dispose of or deal with all or any of the Company's property with or without payment and subject to such conditions as the Company may think fit;
- (o) (subject to any consent required by law) borrow and raise money on such terms and security as the Company may think fit;
- (p) raise funds and invite and receive contributions from any person(s) provided that the Company shall not undertake any permanent trading activities in raising funds;
- (q) carry on trade provided that such trade shall only be carried out in the course of carrying out a primary object of the Company or shall be temporary and ancillary to carrying out the Company's objects;
- (r) incorporate wholly owned subsidiary companies to carry on any trade;
- (s) employ and pay employees and professional or other advisors;

- (t) grant pensions and retirement benefits to employees of the Company and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Company and their dependants;
  - (u) establish, promote, support, aid, amalgamate or co-operate with, become a part or member affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control any charitable institutions whether corporate or unincorporate with objects similar to the Company's objects and subscribe, lend or guarantee money to such charitable institutions;
  - (v) undertake and execute any charitable trusts which may lawfully be undertaken by the Company;
  - (w) invest and deal with the Company's money not immediately required for its objects in or upon any investments, securities, or property;
  - (x) guarantee and become or give security for the performance of contracts by any person or company;
  - (y) open and operate banking accounts and other facilities for banking and draw, accept, endorse negotiate discount issue or execute promissory notes, bills of exchange, or other negotiable instruments;
  - (z) purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to the Company's objects;
  - (aa) pay out of the funds of the Company the costs of its formation and registration;
  - (bb) pay out of the funds of the Company the cost of any premium in respect of any indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to the Company PROVIDED THAT no such insurance shall extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not or to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors (or any of them) in their capacity as Directors of the Company;
  - (cc) do all such other lawful things as shall further the Company's objects.
5. The income and property of the Company, shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to Members or Directors except for payment in good faith of:-
- (a) reasonable and proper wages to any employee (not being a Director) for any services given to the Company and of reasonable travelling and other

out of pocket expenses necessarily incurred in carrying out the duties of any Director, Member, officer or employee of the Company;

- (b) interest on money lent to the Company at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Directors;
- (c) reasonable and proper rent for premises let to the Company;
- (d) fees, or other benefits to any company of which a Director is also a member holding not more than 1/100th part of the capital;
- (e) reasonable and proper premiums in respect of indemnity insurance, effected in accordance with Clause 4(bb) of this Memorandum;
- (f) the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf; except that at no time shall a majority of the members of the Company or of the Directors benefit under this provision and provided that any such member or Director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion.

6. The liability of the Members is limited.

7. 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 he or she is a Member or within one year after he or she ceases to be a Member:-

- (a) for the payment of the Company's debts and liabilities contracted before he or she ceased to be a Member;
- (b) for the costs, charges and expenses of winding up; and
- (c) for the adjustment among themselves of the rights of persons who have contributed to the Company's assets.

8. If any property remains after the Company has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Company. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Company and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as Clause 5 of this Memorandum imposes upon the Company. The institution or institutions which are to benefit shall be decided by the Members at or before the time of winding up or dissolution.



We the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

---

SIGNATURES. NAMES AND ADDRESSES OF SUBSCRIBERS

---

Guarantee

1. Signed and Delivered by  
LONDON FIRST

Acting by:

.....  
Director

.....  
Director/Secretary

Date: 19/5/97

2. Signed and Delivered by  
ASSOCIATION OF LONDON  
GOVERNMENT LIMITED

£1

Acting by:

.....  
Director

.....  
Director/Secretary

Date: 19/5/97

Witness to the above signatures.

.....  
(A. J. BLANE)

THE COMPANIES ACTS 1985 to 1989

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

OF

LONDON WASTE ACTION

Interpretation

- 1 In these Articles and the Memorandum the following terms shall have the following meanings:
- |                    |  |
|--------------------|--|
| "the Act"          | the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.   |
| "the Articles"     | these Articles of the Company.   |
| "ALG"              | Association of London Government Limited, a company limited by guarantee, (CRN: 3037449) registered office: 36 Old Queen Street, London SW1H 9JF.  |
| "Business Members" | London First and all other Members classified by the Directors pursuant to Article 5 as Business Members.  |
| "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. |
| "the Company"      | London Waste Action  |

"Director" and "Directors"	respectively a director and the directors of the Company from time to time as defined in the Act.
"Elected Directors"	Directors elected by the Business Members or General Members.
"executed"	includes any mode of execution.
"General Members"	All Members classified by the Directors pursuant to Article 5 as General Members.
"Local Authority Members"	ALG and all other Members classified by the Directors pursuant to Article 5 as Local Authority Members.
"London First"	London First, a company limited by guarantee (CRN: 2756521) registered office: Cheapside House, 138 Cheapside, London EC2V 6BB.
"Member and Members"	respectively a Member and the Members of the Company for the time being (or as applicable their authorised representatives)
"Memorandum"	the Memorandum of Association of the Company.
"Nominated Directors"	Directors appointed by ALG under Article 49.
"Office"	the registered office of the Company.
"Secretary"	the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary.
"the Subscribers"	London First and ALG.
"the United Kingdom"	Great Britain and Northern Ireland.

Unless the context otherwise requires:

- (i) words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company; and
- (ii) words suggesting the singular shall include the plural and vice versa, words suggesting one gender shall include the other genders and "person" shall include corporations.

2. Members

The Subscribers and such other persons as are admitted to Membership in accordance with the Articles shall be Members. Subject to Article 4 every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by that person.

3. The Directors may in their absolute discretion decline to accept any person as a Member. The Director may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as Members.

4. If a person becomes a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative shall be entered in the register of Members. Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body shall be able to replace the Member who is its representative with another person by notice in writing to the Company without it being necessary for the outgoing Member to give notice or the incoming Member to complete an application form.

5. Categories of Membership

- (a) There shall be three membership categories as follows:

- (i) Business Members: which category shall include London First (for as long as it is a Member) and all other Members which the Directors consider to be primarily associated with the private business or commercial sector;
- (ii) Local Authority Members: which category shall include ALG (for as long as it is a Member) and all other Members which the Directors consider to be associated primarily with local government;
- (iii) General Members: which category shall include all Members which the Directors consider to be associated primarily with environmental interests, education or training interests, the voluntary sector, community interests, and personal interests or any other Members not falling within the Business and Local Authority categories.

- (b) On admittance of each new Member to membership the Directors shall notify the new Member into which membership category they have been admitted.

6. Honorary Membership

The Director may admit to honorary Membership such persons and subject to such rights and obligations as it shall think fit. Such honorary members shall not be Members for the purposes of the Articles or the Act. The Directors may not bestow upon any honorary member the right to vote on any matter.

7. Cessation of Membership

Subject to Article 4, membership shall not be transferable and shall cease on death. A Member shall cease to be a Member:-

- (a) on the expiry of at least seven clear days' notice given by it to the Company of its intention to withdraw;
- (b) if any subscription or other sum payable by the Member to the Company is not paid on the due date and remains unpaid seven days after notice served on the Member by the Company informing it that it will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on it paying such sum in respect of the sum due as the Company may determine;
- (c) if he or she (being an individual) becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it (being a corporation) goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up; or
- (d) if, at a meeting of the Directors at which not less than half of the Directors are present, a resolution is passed resolving that the Member be expelled. Such a resolution shall not be passed unless the Member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. If such a resolution as is referred to in this paragraph is passed, then the Member shall forthwith cease to be a Member but without prejudice to the liability of the Member to pay to the Company any subscription or other sum owed by it.

8. Subscriptions

The Directors may in its discretion levy subscriptions on all Members at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of Members.

9. Patrons

- (a) The Directors may on such terms as they shall think fit appoint and remove any persons as patrons of the Company with the titles of president or vice-president or such other titles as the Directors may decide.
- (b) A patron shall have the right to attend and speak (but not vote) at any General Meeting of the Company and to be given notice thereof as if a Member and shall also have the right to receive accounts of the Company when available to Members.

## GENERAL MEETINGS

### 10. Annual General Meetings

The Company shall hold an Annual General Meeting within eighteen months of incorporation and afterwards once in each calendar year. Not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. Each Annual General Meeting shall be held at such time and place as the Directors shall appoint.

### 11. Extraordinary General Meetings

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Directors may call Extraordinary General Meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call any General Meeting, any Director or any Member may call a General Meeting.

### 12. Notice of General Meetings

Each Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed-

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at a meeting of all the Members.

### 13. Contents of Notice

The notice shall specify the time and place of the General 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.

### 14. Service of Notice

The notice shall be given to all the Members and any patron and to the Directors and auditors.

15. Proceedings at General Meetings

- No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Until a Member is admitted to membership as a General Member two and after such admittance three persons entitled to vote upon the business to be transacted, each being a Member (or a proxy for a Member or a duly authorised representative of a corporation), or ten percent of the total membership, whichever is the greater, shall be a quorum provided always that a quorum shall only be present if, while the quorum is two, there is present at least one Member (or a proxy for a Member or a duly authorised representative of the corporation) from each of the Business and Local Authority membership categories and if while the quorum is three there shall be at least one Member (or a proxy for a Member or a duly authorised representative of a corporation) from each of the membership categories.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
17. The Chair, if any, of the Directors or in the Chair's absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he shall be chair.
18. If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall chose one of their number to be chair.
19. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any General Meeting.
20. The chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

- (a) by the chair; or
- (b) by at least two Members having the right to vote at the meeting; or
- (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting:

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

- 22. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 24. A poll shall be taken as the chair directs and the chair may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
- 26. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 28. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.



29. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which that Member was present (including such a resolution executed by or on behalf of each Member within a membership category where the resolution is one of a membership category) shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

30. Votes of Members

On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote (Provided that in relation to a resolution which is a resolution of a membership category this Article shall apply only to Members within such category).

31. No Member may vote on any matter in which they are personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the Members present in person or by proxy at the meeting such permission to be given or withheld without discussion.

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

33. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

35. Proxies

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

" I/We,

of  
being a Member/Members of the above named Company, hereby appoint  
, of , or failing him/her,  
, of , as my/our proxy to vote  
in my/our name(s) and on my/our behalf at the annual/extraordinary general  
meeting of the Company to be held on 19 , and at any  
adjournment thereof.

Signed on 19 ."

36. Where it is desired to afford Members an opportunity of instructing the proxy how to act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"  
I/We, , of  
Member/Members of the above named Company, hereby appoint  
, of , or failing him/her,  
, of , as my/our proxy to vote  
in my/our name(s) and on my/our behalf at the annual/extraordinary general  
meeting of the Company to be held on 19 , and at any  
adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against  
Resolution No 2 \*for \*against  
\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on 19 ."

37. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was

demanded to the chair or to the Secretary or to any Director;  
and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

38. A proxy for a Member who is entered on the Register of Members as being a representative of an unincorporated association or body may be appointed either by the Member or by the unincorporated association or body.
39. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### DIRECTORS

40. Number of Directors

- (a) There shall be up to twenty-four Directors: eight of whom shall be elected respectively by the Members of each of the Business, and the General membership categories, and eight of whom shall be nominated by ALG in accordance with Article 41.
- (b) Until a Member is admitted to membership as a General Member there shall be a minimum of two Directors at least one of whom shall have been elected by the Business Members and at least one of whom shall be a Nominated Director. After such admittance there shall be a minimum of three Directors at least one of whom shall have been elected by the Business Member(s) at least one of whom shall be a Nominated Director and at least one of whom shall have been elected by the General Member(s).
- (c) Four Directors shall be appointed on incorporation: Lord Sheppard of Didgmere and Stephen O'Brien CBE as the first Directors elected by the Business Members and Cllr. Toby Harris and Cllr. Len Duvall as the first nominees of ALG.

41. Appointment and Retirement of Elected Directors

At the first Annual General Meeting all the Elected Directors shall retire from office, and at every subsequent Annual General Meeting two Elected Directors elected by each membership category who are subject to retirement by rotation shall retire from office.

42. Subject to the provisions of the Act, the Elected Directors to retire by rotation shall

be those elected by each applicable membership category who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

43. If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
44. No person other than a Director retiring by rotation shall be elected or re-elected by any membership category as a Director at any General Meeting unless:-
- (a) he or she is recommended by the Directors for election or re-election by the applicable membership category; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member from the relevant membership category qualified to vote at the meeting as such has been given to the Company of the intention to propose that person for election or re-election by the applicable membership category stating the particulars which would, if he or she were so elected or re-elected, be required to be included in the Company's Register of Directors together with notice executed by that person of his or her willingness to be elected or re-elected.

and in each case the Directors consider that person to be sufficiently associated with the interests represented by the membership category which it is proposed will elect or re-elect him or her.

45. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for election or re-election as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose them at the meeting for election or re-election as a Director. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Company's Register of Directors.
46. Subject as aforesaid, a membership category may by a resolution passed by a simple majority of its Members present at a quorate General Meeting or by unanimous written resolution of the Members within such category appoint a person who is willing to act to be a Director to fill a vacancy among the Directors electable by the relevant membership category.
47. The Directors may appoint a person who is willing to act to be a Director to fill any vacancy among the Elected Directors provided that it is made clear on behalf of which of the membership categories the person is being so appointed. A Director appointed to fill a vacancy shall hold office only until the next following

Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, they shall vacate office at the conclusion thereof.

48. (a) An Elected Director may be re-elected once and may not then be re-elected again unless and until he or she has remained out of office for at least one period between consecutive Annual General Meetings (election at the Company's first Annual General Meeting shall in all cases be or be deemed to be a first election or appointment for the purposes of this Article).
- (b) Subject as aforesaid, an Elected Director who retires at an Annual General Meeting may, if willing to act, be re-elected. If he or she is not re-elected, they shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

49. ALG Nominated Directors

- (a) ALG shall exercise its right to nominate any Director after such consultation with other Public Sector Members as it shall consider appropriate.
- (b) All appointments by ALG under this Article shall be revocable at any time by ALG, after such consultation with other Public Sector Members as ALG shall consider appropriate.
- (c) Each appointment (or series of appointments during which the person concerned is not out of office for any period amounting to more than one period between successive Annual General Meetings of the Company) pursuant to this Article shall be for a maximum term of four periods between consecutive Annual General Meetings of the Company (in the case of a series of appointments from the date of the first appointment). The period between the Company's incorporation and its first Annual General Meeting shall be deemed to be one such period as applicable. An appointee who has served such maximum term may be re-appointed, except that he or she may not be re-appointed after serving two consecutive maximum terms unless and until he or she has remained out of office for at least one period between consecutive Annual General Meetings of the Company.
- (d) All appointments and removals under this Article shall be by notice in writing signed by an authorised officer of ALG (consent in writing to every such appointment having been first obtained from the prospective appointee). Each such notice shall take effect when on receipt by the Secretary.

50. Powers of Directors

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or 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 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.

51. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
52. Delegation of Directors' powers
- (a) The Directors may delegate any of their powers or the implementation of any of their resolutions to any committee.
  - (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
  - (c) The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify.
  - (d) The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary.
  - (e) All delegations under this Article shall be revocable at any time.
  - (f) The Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
  - (g) For the avoidance of doubt the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors.
53. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Director.
54. Delegation of Directors' powers to an Investment Manager
- (a) The Directors may appoint as the investment manager for the Company a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:-

- (i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or
    - (ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s.45(1)(j) of that Act.
  - (b) The Directors may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Company on behalf of the Directors in accordance with the investment policy laid down by the Directors. The Directors may only do so on terms consistent with this Article.
  - (c) Where the Directors make any delegation under this Article they shall:
    - (i) inform the investment manager in writing of the extent of the Company's investment powers;
    - (ii) lay down a detailed investment policy for the Company and immediately inform the investment manager in writing of it and of any changes to it;
    - (iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
    - (iv) ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
    - (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
    - (vi) review the appointment at such intervals not exceeding 24 months as they think fit; and
    - (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Directors shall decide and as are consistent with this Article provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Directors.
55. Where the Directors make any delegation under the preceding Article they shall do so on the terms that:-
- (a) the investment manager shall comply with the terms of his delegated authority;
  - (b) the investment manager shall not do anything which the Directors do not have the power to do;

- (c) the Director may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of this Article; and
- (d) the Directors shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

56. Disqualification and removal of Directors

No person may be appointed as a Director:

- (1) unless they have attained the age of 18 years; or
- (2) in circumstances such that had they already been a Director they would have been disqualified from acting under the provisions of these Articles.

57. The office of a Director shall be vacated if he or she:-

- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (c) is, or may be, suffering from mental disorder and either:-
  - (i) 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
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (d) resigns his office by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect).

58. Directors expenses

The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of the board or General Meetings or otherwise in connection with the discharge of their duties.

59. Proceedings of Directors

Subject to the provisions of the Articles, the Directors may regulate their



proceedings as they think fit. Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors. Notice of every meeting of the Directors stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

60. Until a Member is admitted to membership as a General Member the minimum quorum for the transaction of the business of the Directors shall be two with at least one Director being a Director elected by Business Members and at least one being a Nominated Director. After such admittance such minimum quorum shall be three with at least one Director being elected by Business Member(s) at least one being a Nominated Director and at least one being Elected by General Member(s). The Directors may otherwise fix such quorum as they shall think fit.
61. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if and so long as the number of Directors is less than the number fixed as a quorum the Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company but for no other purpose.
62. The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he or she is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chair of the meeting.
63. All acts done by a meeting of Directors, or of a committee of the board, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
64. A resolution in writing signed by all the Directors or committee members entitled to receive notice of respectively a meeting of Directors or of a committee of the board shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of the board duly convened and held and may consist of several documents in the like form each signed by one or more Directors or committee members.
65. The Directors shall have power to resolve pursuant to Clause 4(bb) of the Memorandum of Association to effect Trustees Indemnity Insurance notwithstanding their interest in such policy.

## GENERAL MATTERS

### 66. Secretary

Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### 67. Advisory Council

- (a) The Directors shall be entitled to set up (and disband) an Advisory Council for the purposes of providing guidance and advice to the Directors (which shall not nonetheless be binding on the Directors) and for such other purposes as the Directors may from time to time decide.
- (b) Subject to Article 67(c) and to any Resolution of the Directors to the contrary the Advisory Council may regulate its proceedings as its members shall think fit.
- (c) The Chair, if any, of the Directors or in his or her absence a deputy appointed by the Chair for the purpose shall preside as chair of the Advisory Council.

### 68. Regulations

The Directors shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or employees of the Company and as to the conduct of business by the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors provided that the same shall not be inconsistent with the Memorandum or these Articles.

### 69. Minutes

The Directors shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the Directors; and
- (b) of all proceedings at meetings of the Company and of the Directors, and of committees of the board, including the names of the Directors (or committee members) present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall, as against any Member or Director or committee member, be sufficient evidence of the proceedings.

### 70. Accounts

Accounts shall be prepared in accordance with the Act.

71. Notices

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

72. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at the Member's registered address within the United Kingdom but Members shall not otherwise be entitled to receive any notice from the Company.

73. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

74. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

75. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor or other authorised person acting on behalf of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

76. Winding-up

The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the company shall have effect and be observed as if the same were repeated in these Articles.

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NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

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1. Signed and Delivered by  
LONDON FIRST

Acting by:

.....  
Director

.....  
Director/Secretary

Date: 19/5/97

2. Signed and Delivered by ASSOCIATION OF  
LONDON GOVERNMENT LIMITED

Acting by:

.....  
Director

.....  
Director/Secretary

Date: 19/5/97

Witness to the above signatures.

.....  
( A. J. BLAKE )

**BATES, WELLS & BRAITHWAITE**  
CHEAPSIDE HOUSE, 138 CHEAPSIDE  
LONDON EC2V 6BB