

Company Number 4372277

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY GUARANTEE
CONNEXIONS LANCASHIRE LIMITED


WRITTEN RESOLUTION

Lancashire County Council being the sole member of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, pursuant to the provisions of Article 24 of the Company's Articles of Association hereby unanimously pass the following resolution as a written resolution and agree that the said resolution shall for the purposes be as valid and effective as if the same had been passed as a special resolution at a general meeting convened and held.

SPECIAL RESOLUTION

THAT the Memorandum of Association in the form annexed hereto be and is hereby adopted as the new Memorandum of Connexions Lancashire Limited in place of the existing Memorandum of Association.

DATED 22nd March, 2002

SIGNED.....
(on behalf of Lancashire County Council)



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

CERTIFIED A TRUE COPY OF THE
MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
CONNEXIONS LANCASHIRE LIMITED


COMPANY SECRETARY
22ND MARCH 2002

MEMORANDUM OF ASSOCIATION

OF

CONNEXIONS LANCASHIRE LIMITED

(adopted 22nd March, 2002)

1. The name of the Company is Connexions Lancashire Limited.
2. The registered office of the Company will be situated in England.
- 3.1 The objects for which the Company is established is to provide information, advice and guidance services to individuals, institutions and other organisations incorporating the Connexions Service for the administrative areas of Blackpool, Blackburn with Darwen, and Lancashire ('the Area') and in furtherance of this purpose (but without prejudice to the generality of the foregoing) to:-
 - 3.1.1 Provide and assist with the provision of information, advice, guidance and support to young people aged 13-19 and adults preparing for the key transitions to work and within work and adult life;
 - 3.1.2 Create a partnership of agencies and organisations supporting young people and adults in the Area to provide coherent services aimed at encouraging and facilitating increased participation in learning and increased levels of achievement;
 - 3.1.3 Collect, collate, publish and disseminate information on employment, training, and education opportunities and other information relevant to the needs of clients, and consistent with the transition to adult and/or working life;
 - 3.1.4 Provide and assist with the provision of information, advisory services and training and development to appropriate and different customer groups including the parents and carers of young people aged 13-19 which will enable them to support the decisions of those young people;
 - 3.1.5 Establish arrangements with planners and providers of education, training and work to support the coherence of services to young people aged 13-19 and adults;
 - 3.1.6 Provide an effective referral and placing service which matches the needs of clients with opportunities in employment, education and training, and provide support to organisations with the recruitment, development and retention of individuals;
 - 3.1.7 Assist in the provision of programmes of education-business links to support the curriculum for young people in schools and colleges across the Area;
- 3.2 In the furtherance of the said objects but not further or otherwise the Company shall have the following powers:-

- 3.2.1 to purchase, lease, hire, or otherwise acquire, and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, mortgage, lease, grant licences, easements, and other rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein) for the purposes of the Company;
- 3.2.2 to rent, build, work, endow, furnish, equip, execute, carry out, improve, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Company;
- 3.2.3 to borrow and raise money and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Company may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.4 to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein) and any rights or privileges necessary or desirable for any of the same and to retain any property so acquired or acquired otherwise in the state in which it may be at the time of such acquisition or (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as shall further the objects of the Company;
- 3.2.5 to compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise make issue and show films and video tapes in furtherance of the objects of the Company;
- 3.2.6 to establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects;
- 3.2.7 to establish, finance, and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated) to carry out the objects herein set out;
- 3.2.8 to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, grants, subscriptions, devises, bequests and in any other manner from time to time permitted by law;
- 3.2.9 generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated and including Government departments and local authorities) by way of subscription donation (including deeds of covenant) and otherwise including the preparation and submission of bids for funding from grant-making bodies;

- 3.2.10 to establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or co-operate and exchange information with any other firm or company, and to liaise, communicate, co-operate or co-ordinate with any public body, local or government authority, professional body, company, committee or other organisation in all or in any parts of the world in furtherance of the objects of the Company;
- 3.2.11 to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interest therein;
- 3.2.12 subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law to transfer any property whether real or personal to any individual, firm or company whether for some specific object or purpose or for a general object or purpose;
- 3.2.13 generally to aid and to receive aid from any individual, firm or company in furtherance of the objects or any of the objects of the Company;
- 3.2.14 to guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the company) for any borrowing by or the performance of the contracts or obligations of any individual, firm or company;
- 3.2.15 to employ, hire, or otherwise obtain and to pay reasonable and proper remuneration to the officers employees and professional advisers of the company and any other person or persons for the objects of the company or any of them;
- 3.2.16 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 3.2.17 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- 3.2.18 to invest the moneys of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.19 to purchase and maintain for officers and employees of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty to make payments for or towards the insurance of any such persons as aforesaid;
- 3.2.20 to do all such other lawful things as may be considered to be incidental or conducive to the pursuit or the attainment of the principal objects.
- 3.2.21 The objectives specified in each sub-clause of this clause 3 shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such

objectives are stated or the name of the Company or the nature of any business carried on by the Company, but shall be construed widely as in each of the sub-clauses defined the objects of a separate and independent company.

4. Subject to the provisions of the Companies Acts any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company will be reinvested in the Company and will not be distributed 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, agent or servant of the Company or to any Member of the Company or the reimbursement to any such person of expenses properly incurred by him in connection with the Company's business or undertaking. A member or Director shall not be deemed to be in any way interested in or to have received any part of the property or income of the Company merely by reason that he or his spouse is a member of Lancashire County Council or Blackburn with Darwen Borough Council or Blackpool Borough Council or is an employee of any such local authority or is a resident or chargepayer in the Area or is the holder of a salaried office under the Company or by reason of his receiving fees as a Director thereof.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding One Pound.
7. If on the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other association, body or bodies (whether corporate or not) or trust having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under virtue of clause 4 hereof, such association, body or bodies (whether Corporate or not) or trust chosen by the members of the Company subject to the approval of the Secretary of State for Education and Skills at or before the time of winding-up or dissolution of the Company and if that cannot be done then to some other charitable object approved by the Secretary of State for Education and Skills.

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 DESCRIPTION OF SUBSCRIBERS

LANCASHIRE COUNTY COUNCIL
of County Hall, Preston, PR1 8XJ by
the hand of Ian Michael Fisher,
a duly authorised Officer of the
County Council

.....
I M FISHER

DATED this day of 2002

WITNESS to the above signatures:-

(Name)

(Address)

.....
(Occupation)

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CONNEXIONS LANCASHIRE LIMITED

GENERAL

- 1.1 In these Articles of Association 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 consistent with the subject or context:-

| <u>Words</u> | <u>Meanings</u> |
|---------------------------------------|---|
| The Act | The Companies Act 1985 as amended by The Companies Act 1989, including any statutory modification or re-enactment thereof for the time being in force. |
| The Board | The Board of Directors for the time being of the Company; |
| Blackburn with Darwen Borough Council | Blackburn with Darwen Borough Council as constituted on the date of incorporation of the Company or any other successor body authority or corporation responsible for the provision of services to the Administrative Borough of Blackburn with Darwen. |
| Blackburn with Darwen Director | A Director appointed by Blackburn with Darwen Borough Council pursuant to the provisions of Article 35.1. |
| Blackpool Borough Council | Blackpool Borough Council as constituted on the date of incorporation of the Company or any other successor body, authority or corporation responsible for the provision of services to the Administrative Borough of Blackpool |
| Blackpool Director | A Director appointed by Blackpool Borough Council pursuant to the provisions of Article 35.1. |
| District Council | A District Council within the County of Lancashire as constituted on the date of incorporation of the Company and any other body authority or corporation to which the functions of such District Council may from time to time have been transferred; |

WordsMeanings

| | |
|------------------------------------|---|
| Founder Members | Together Lancashire County Council, Blackburn with Darwen Borough Council, Blackpool Borough Council and LCVYS |
| In writing | Includes any non-transitory form of visible reproduction of words. |
| Lancashire County Council | Lancashire County Council as constituted on the date of incorporation of the Company or any other successor body authority or corporation responsible for the provision of services to the Administrative County of Lancashire. |
| Lancashire County Council Director | A Director appointed by the County Council pursuant to the provisions of Article 35.1. |
| LCVYS | Lancashire Council for Voluntary Youth Services of 15 Victoria Road, Fulwood, Preston, Lancashire, PR2 8PS a Company limited by guarantee registered in England and Wales with company number 3267838 and a registered charity, charity number 1064493. |
| LCVYS Director | A Director appointed pursuant to the provisions of Articles 35.1. |
| Members | Together the Founder Members and any additional Members subsequently appointed |
| Month | Calendar Month; |
| The Company | Connexions Lancashire Limited |
| 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 Secretary | The Secretary of the Company or any person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary. |
| The Statutes | The Act, The Business Names Act 1985, The Company Securities (Inside Dealing) Act 1985, The Companies Consolidation (Consequential Provisions) Act 1985 and every statutory modification amendment or re-enactment thereof for the time being in force; |
| The United Kingdom | Great Britain and Northern Ireland; |
| These presents | These Articles of Association, or other regulations of the Company from time to time in force; |
| Year | Calendar Year; |

- 1.2 Where the context so admits words importing the singular number only shall include the plural number, and vice-versa;
- 1.3 Where the context so admits words importing the masculine, feminine and neuter gender only shall include either or both of the others;
- 1.4 Words importing persons shall include corporations;
- 1.5 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.

MEMBERS

2. The Company is a private company within the meaning of the Statutes.
3. The Members of the Company shall be the subscribers to the Memorandum of Association, together with the Founder Members, and such other persons as shall be appointed as members of the Company by the Founder Members in accordance with Article 5 and 6.
4. A Member may be an individual or a body corporate.
5. An application for membership must be in writing and sent to the Secretary at the Office.
6. Any application for membership shall be considered by the Founder Members who shall determine upon the admission or rejection of an Applicant and shall request the Secretary to notify the Applicant of their decision, whereupon the Applicant, if approved for admission to Membership, shall have his name entered in the Register. An application for Membership shall only be agreed with the consent of all the Founder Members. In the event that all the Founder Members consent to an application for Membership they shall determine the voting entitlement (if any) of any new member at general meetings of the Company and shall provide for the necessary amendments to be made to these Articles to give effect to such voting entitlement.
7. Membership shall cease if the Member shall signify in writing to the Secretary his or its desire to retire from Membership of the Company in which event the Member shall cease to be a Member 14 days following receipt of such notice by the Secretary.
8. The rights of every Member shall be personal to himself or itself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
9. A 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.
10. Every Member shall further to the best of his ability the objects and interests of the Company and shall observe all regulations and by-laws of the Company lawfully made pursuant to the powers in that behalf hereinafter contained.

GENERAL MEETINGS

11. The Annual General Meeting shall be held at such time and place as may be determined by the Board.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of members pursuant to the provisions of the Act for a date not later than eight weeks after receipt of such request.
14. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Company, but with the consent of the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account, and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided, a quorum shall consist of at least two Founder Members of the Company.
18. If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.
19. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting but if there shall be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, then the Vice-Chairman (if any) of the Board shall preside whilst the Chairman shall be absent or unwilling to preside but if there shall be no such Chairman or Vice-Chairman or neither of them shall be present and willing to preside, the Members present shall choose some Director of the

Board, or if no such Director be present, or if all Directors of the Board present decline to take the chair, they shall choose some other Member of the Company who shall be present to preside.

20. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.
21. A resolution put to the vote of a General Meeting shall be decided only on a poll and in no circumstances shall any resolution put to the vote of a General Meeting be decided on a show of hands.
22. A poll shall be taken in such manner as the Chairman directs and he 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 General Meeting at which the poll was demanded.
23. The Chairman shall not be entitled to a second or casting vote.
24. 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 he was present 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 like form executed by or on behalf of one or more Members.

VOTES AT GENERAL MEETINGS

25. At any General Meeting on a resolution being put to the vote of the General Meeting on a poll the Members of the Company shall have the following votes:
 - 25.1 Lancashire County Council shall be entitled to 49 votes;
 - 25.2 Blackburn with Darwen Borough Council shall be entitled to 20 votes;
 - 25.3 Blackpool Borough Council shall be entitled to 20 votes;
 - 25.4 LCVYS shall be entitled to 11 votes.
26. The following shall (notwithstanding that they are not Members) be entitled to attend and speak (but not vote) at General Meetings of the Company:-
 - 26.1 the Directors of the Company; and
 - 26.2 any other person authorised by the Board.
27. On a poll vote may be given either personally or by proxy.

28. The instrument appointing a proxy shall be in writing under the hand of the appointee or his attorney duly authorised in writing, or if such appointee is a corporation then under the hand of some officer duly authorised in that behalf.
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the General Meeting or adjourned General Meeting at which the proxy is used.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I/We _____ a Member of hereby appoint
of _____ to vote for me and on my behalf at the (Annual or
Extraordinary, or Adjourned, as the case may be) General Meeting of the Company
to be held on the _____ day of _____
at every adjournment thereof.

As witness my hand this _____ day of _____ 20 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

DIRECTORS

32. The first Director(s) shall be the person(s) named as such in the statement delivered to the Registrar of Companies with the Memorandum of Association and Articles of Association of the Company.
33. The number of Directors shall not be less than eight and not more than eighteen. The Directors at any time may act notwithstanding any vacancy in their body, provided always that, in case the Directors shall at any time be reduced in number of less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of calling a General Meeting of the Company, but not for any other purpose.
34. The Board of Directors of the Company shall be the first Director(s) and any further persons appointed pursuant to Articles 35.1, 35.2, and 35.3.
- 35.1 For so long as they remain members of the Company each Founder Member shall be entitled to nominate and appoint one Director.

- 35.2 The Founder members shall also appoint the following as Directors of the Company:

the Chairperson of Lancashire Connexions Partnership
the Chairperson of the Blackpool Local Management Committee for Connexions
the Chairperson of the Blackburn with Darwen Local Management Committee for Connexions
the Chairperson of the Lancashire Local Management Committee for Connexions
the Chief Executive of the Company
a representative from Lancashire Learning and Skills Council
a representative of Business Link North and West Lancashire Limited
a representative of Secondary Schools within the Area
a representative of Further Education providers within the Area
a representative of Training providers within the Area
a nominee of the Lancashire Youth Council

- 35.3 The Founder Members shall also be entitled to appoint up to three additional Directors who they consider would assist in the delivery of the Connexions Service for the Area.
36. The powers granted to the Founder Members by virtue of Article 35 shall be without prejudice to and in addition to their right whilst they are members to vote at General Meetings on the appointment and removal of Directors.
37. 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 committee of Directors or general meetings or separate meetings of the holders of debentures of the Company (if any) or otherwise in connection with the discharge of their duties PROVIDED THAT the amounts paid to each Director shall not be greater than the amount that each Director could have claimed for expenses if those expenses were submitted by that Director through his employer or in the case of a Director who is also a member of and appointed by a local Authority, the expenses that Director could have claimed from that appointing local Authority.
38. The Chairperson of the Board of Directors shall be entitled to an annual honorarium as the Company may by ordinary resolution determine.

POWERS OF THE BOARD OF DIRECTORS

39. Subject to Article 40(b) below the business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, the provisions of the Statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Board which would have been valid if such regulation had not been made.

40. (a) Subject to Article 40(b) below, the Board 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 and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- (b) The Board or any Committee of Directors or individual Director shall not have the power to authorise or permit the Company or any subsidiary thereof to enter into any contract, transaction or arrangement set out in Article 40 (c) below in any circumstances where such contract, transaction or arrangement has not been approved in writing by all of the Founder Members.
- (c) Article 40(c) shall apply to all contracts, transactions or arrangements which involve:-
- (i) the entering into of any lease or contract which constitutes a "credit arrangement" for the purposes of the Local Government and Housing Act 1989;
 - (ii) the receipt by the Company or any subsidiary thereof of any sum or consideration which would for the purposes of the Local Government and Housing Act 1989 be deemed to be a capital or notional receipt;
 - (iii) the application for and/or receipt of (whether direct or indirect) any grant funding from the European Union or any Institution thereof;
 - (iv) the entering into any transaction which impacts upon the liabilities of the Company for the purposes of Part IV of the Local Government and Housing Act, 1989.
41. A Director shall not vote in respect of any 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 or financial arrangement with Lancashire County Council, Blackpool Borough Council, Blackburn with Darwen Borough Council or a District Council or any authority body or undertaking in the County of Lancashire merely by reason that he or his spouse is a member or employee of Lancashire County Council, a Blackpool Borough Council, Blackburn with Darwen Borough Council District Council or is a resident or chargepayer in the County of Lancashire.

SECRETARY

42. The Secretary shall be appointed by the Board for such time and upon such conditions as they may think fit, and any Secretary so appointed may be removed by it. The Board may from time to time by resolution appoint a deputy Secretary and an assistant Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

43. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Director and the

Secretary, or two Directors or of some other person appointed by the Board for the purpose, and the said Directors and Secretary or other person shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

44. The office of a Director shall be vacated:-

- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors generally;
- (b) If he becomes of unsound mind;
- (c) If by notice in writing to the Company he resigns his office;
- (d) If he ceases to be a Director by virtue of any provision of the Statutes;
- (e) If he becomes prohibited by law from being a Director;
- (f) In the case of a Director appointed pursuant to Article 35 upon receipt of notice that such person has been removed pursuant to the Article in question;
- (g) If he ceases to be a Member, Officer, employee or representative of the organisation he represents;
- (h) If he is directly or indirectly interested in any contract with the Company and fails to declare his interest in manner required by the Statutes;
- (i) If, having been appointed pursuant to Article 35.1, the Member who appointed him ceases to be a Member of the Company;

45. 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 seventy years or any other age.

PROCEEDINGS OF THE BOARD OF DIRECTORS

46. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall consist of such number of Directors as shall be equal to one third of the Board of Directors of which at least two Directors must be a Blackburn with Darwen Director, a Blackpool Director, a Lancashire County Council Director or a LCVYS Director or any combination thereof provided there is at least two such Directors present and able to be counted in the quorum. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote. In the case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.

47. A Director may, and on the request of a Director the Secretary shall at any time summon a meeting of the Board by notice served upon the several Directors. A

Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

48. The Directors shall be entitled from time to time to appoint a Director as Chairman and also another Director as Vice-Chairman and to remove from office any Chairman or Vice-Chairman so appointed. The Chairman shall be entitled to preside at all meetings of the Board at which and during the time for which he is present, but if at any meeting the Chairman be not present within ten minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-Chairman may preside whilst the Chairman shall be absent or unwilling to preside. In the event that at any meeting neither the Chairman nor the Vice-Chairman are present within ten minutes after the time appointed for the holding of the meeting or if both are unwilling to preside then the directors present may appoint one of their number to be Chairman whilst the Chairman and Vice-Chairman be absent or unwilling to preside.
49. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Company for the time being vested in the Board generally.
50. The Board may delegate any of their powers to one or more committees of the Board, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. A quorum for a Committee shall consist of not less than four Directors of which at least two Directors must be a Blackburn with Darwen Director, a Blackpool Director, a Lancashire County Council Director or a LCVYS Director or any combination thereof provided there is at least two such Directors present and able to be counted in the quorum.
51. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a Director.
52. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of the committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
53. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
54. Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a Committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is

material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following:-

- 54.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- 54.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving or security;
- 54.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-writing of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- 54.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purpose.

For the purposes of this Article 54, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 55. A Director shall not be counted in the quorum present at a meeting in a resolution on which he is not entitled to vote.
- 56. The Members may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 57. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 58. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

ACCOUNTS

- 59. The Directors shall from time to time determine whether and to what extent and at which 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.

NOTICES

60. 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 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.
61. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- 61.1 Every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- 61.2 The Auditors for the time being of the Company.

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

INDEMNITY

62. Subject to the provisions of the Statutes, every Director and Officer of the Company shall be indemnified out of the funds and assets of the Company against all liabilities incurred by him as such Director or Officer in or about the execution of his office or otherwise in relation thereto.

DISSOLUTION

63. Clause 7 of the Memorandum of Association shall have effect as if the provisions thereof were repeated in these Articles.

CORPORATION ACTING BY REPRESENTATIVES AT MEETINGS

64. Any corporation or body which is a member of the Company may by resolution of its Directors, Committee or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or body which he represents as that corporation or body could exercise if it were able to attend in person.

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

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

LANCASHIRE COUNTY COUNCIL
of County Hall, Preston, PR1 8XJ by
the hand of Ian Michael Fisher,
a duly authorised Officer of the
County Council

.....
I M FISHER

DATED this day of 2002

WITNESS to the above signatures:-

(Name)

(Address)

.....

(Occupation)