

Company Number 4740734

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION
OF
WEST MIDLANDS BUSINESS COUNCIL LIMITED

Incorporated on 22nd April, 2003

Amended by Special Resolution on 3rd March, 2005

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NOT HAVING A SHARE CAPITAL**

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OF
WEST MIDLANDS BUSINESS COUNCIL LIMITED**

Incorporated 22nd April, 2003

PRELIMINARY

In these Articles:-

“Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
“Articles”	means the Articles of the Company
“Associate Member”	means any organisation which is not a Full Member but whose activities are, in the opinion of the Board, relevant to the objects of the Company
“Associate Member Representative”	means any representative of an Associate Member appointed pursuant to Article 2.9
“Board”	means the board of directors of the Company
“clear days”	in relation to the period of 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
“directors”	means all directors and executive directors who are officers of the Company from time to time
“executive director”	means any director of the Company appointed pursuant to Article 7.3

“Full Member”	means any organisation which has a West Midlands regional structure and is genuinely representative of businessmen, businesswomen, business sectors, business groups, business trades or professions or businesses generally
“Full Member Representative”	means any representative of a Full Member appointed pursuant to Article 2.7
Member”	means all Full Members and Associate Members who are members of the Company from time to time
“person”	includes a reference to an individual, partnership, unincorporated association or body corporate wherever incorporated or situate
“office”	means the registered office of the Company
“secretary”	means 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
“West Midlands”	means the combined geographical areas of Staffordshire, Shropshire, Worcestershire, Warwickshire, Herefordshire and the West Midlands metropolitan area.

Unless the context otherwise requires, words or expressions contained in the Articles 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.

1. PRELIMINARY

- 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called “Table A”) shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of the Company.
- 1.2 Regulations 2 to 35 inclusive, 57, 59, 65 to 69 inclusive, 88, 89, 102 to 108 inclusive, 110, 114, 116 and 117 in Table A shall not apply to the Company.
- 1.3 The Company is established for the purposes expressed in the Memorandum of Association.

2. **MEMBERSHIP**

- 2.1 Subject to Articles 2.2 and 2.3, membership of the Company shall be open to any person fulfilling the criteria of a Full Member or an Associate Member.
- 2.2 No person shall be admitted as an Associate Member unless such person has been invited to join by the Board. The Board shall have full power and discretion to determine whether such invitations shall be made to any person and shall not be required to give any reason for its decision.
- 2.3 No person shall be admitted as a Member of the Company unless approved by the majority of the Board and the Board shall not be required to give any reasons for its decision.
- 2.4 Every Member other than the subscribers to the Memorandum of Association of the Company shall either sign a written application or consent to become a Member or sign the register of members on becoming a Member.
- 2.5 It shall be lawful for any person being a Member to guarantee any larger sum than £1 (one pound) by executing a bond or subscription contract with the Company to that effect.
- 2.6 Membership shall not be transferable.
- 2.7 Each Full Member shall within 14 days of becoming a Full Member appoint by written notice to the Company one of its members (provided that such member shall not include any director, officer, employee, consultant or agent of or representative receiving remuneration from a Full Member) as its Full Member Representative to attend and vote on the Full Member's behalf at a General Meeting.
- 2.8 Each Full Member may, at any time, remove its Full Member Representative and appoint a new Full Member Representative by giving written notice to the Company stating the name of the new Full Member Representative.
- 2.9 Each Associate Member shall within 14 days of becoming an Associate Member appoint by written notice to the Company one of its members (provided that such member shall not include any director, officer, employee, consultant or agent of or representative receiving remuneration from an Associate Member) as its Associate Member Representative to attend a General Meeting on the Associate Member's behalf if it has been invited to attend.
- 2.10 Each Associate Member may, at any time, remove its Associate Member Representative and appoint a new Associate Member Representative by giving written notice to the Company stating the name of the new Associate Member Representative.

2.11 The position of a Full Member Representative or an Associate Member Representative shall be vacated if:-

- a) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- b) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- c) he resigns his position by notice to the Company; or
- d) he ceases to be a member of the Member he represents; or
- e) he becomes a director, officer, employee, consultant or agent of or representative receiving remuneration from a Full Member or an Associate Member.

3. **TERMINATION OF MEMBERSHIP**

3.1 A Member may at any time withdraw from the Company by giving at least three months' notice to the Company of its intention so to do but any person ceasing by any means to be a Member shall remain liable for and shall pay to the Company all monies due from it to the Company at the time of it ceasing to be a Member or for which it may become liable under the provisions of the Memorandum of Association.

3.2 The Board acting together may exclude any Member from the Company if it is in arrears with any payment of monies due to the Company for three months from the date such payment became due, if it ceases to satisfy the criteria of a Full Member or an Associate Member, as the case may be, or if at a meeting of the Board of which the Member concerned shall have been given 21 days' notice and at which it shall have been given the opportunity of being heard, the Board shall have passed a resolution that it is not in the interests of the Company for such Member's membership to continue.

4. GENERAL MEETINGS

- 4.1 The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next, provided that so long as the Company holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.
- 4.2 The directors may, whenever they think fit, convene a General Meeting or in default a General Meeting may be convened by requisition as provided by section 368 of the Act. If at any time there are not within the United Kingdom (Great Britain and Northern Ireland) sufficient directors capable of acting to form a quorum, any director or any one Full Member may convene a General Meeting.
- 4.3 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice in writing and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting to such persons as are, under the Articles of the Company entitled to receive such notices from the Company. The notice shall be given to all the Full Members and to the auditors. A meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-
- 4.3.1 In the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- 4.3.2 In the case of any other meetings, by a majority vote in number of the Members having a right to attend and vote at the meeting being a majority representing not less than 90% of the total voting rights at that meeting of all the Members.

Regulation 38 of Table A shall be modified accordingly.

- 4.4 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 his registered or last known address or by leaving it at that address. A Member whose registered address is not within Great Britain and Northern Ireland and who gives to the Company an address within Great Britain and Northern Ireland at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. Regulation 112 of Table A shall not apply to the Company.

- 4.5 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 purposes for which it was called. Regulation 113 of Table A shall not apply to the Company.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any General Meeting unless a quorum of the Members is present.
- 5.2 The quorum shall be 50 per cent of the persons entitled to vote upon the business to be transacted (each such person being a Full Member Representative or a proxy for a Full Member Representative from time to time).
- 5.3 Regulation 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.
- 5.4 Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.
- 5.5 Subject to the provision of the Act, a resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at a General Meeting of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

6. VOTES OF MEMBERS

- 6.1 On a show of hands every Full Member Representative present in person shall have one vote and on a poll every Full Member Representative present in person or by proxy shall have one vote. Associate Member Representatives shall not be entitled to any votes whether on a show of hands or on a poll. In the case of an equality of votes, the Chairman shall have a casting vote.
- 6.2 Regulations 54 and 55 in Table A shall not apply to the Company.

7. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 7.1 Each Full Member shall be entitled to nominate one of its members (provided that such member shall not include any director, officer, employee, consultant or agent of or representative receiving remuneration from a Full Member) as a director of the Company and the Full Members acting together shall be entitled to appoint from such nominations up to four persons as directors of the Company and to remove from office any person so appointed and to appoint another person in his place. Any appointments or removals made pursuant to this Article shall be decided by a majority of votes.
- 7.2 Unless otherwise determined by ordinary resolution, the number of directors shall not be more than 7 but shall not be less than 3."

- 7.3 The directors acting together, shall, subject always to Article 7.2, be entitled to appoint three directors not more than two of whom shall be executive directors upon such terms as they shall determine. Any director so appointed shall retire from office at the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors to retire by rotation at such meeting under this Article 7.
- 7.4 Regulation 64 in Table A shall not apply to the Company.
- 7.5 The words "of any class of shares" shall be omitted from Regulation 83 in Table A.
- 7.6 At the first Annual General Meeting all the directors shall retire from office, and at every subsequent Annual General Meeting one third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 7.7 Subject to the provisions of the Act, the directors to retire by rotation shall be those 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.
- 7.8 If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy in accordance with Articles 7.1 and 7.3 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.
- 7.9 No person other than a director retiring by rotation shall be appointed or reappointed a director at any General Meeting unless he is appointed in accordance with Articles 7.1 and 7.3.
- 7.10 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 persons nominated pursuant to Articles 7.1 and 7.3 for appointment or reappointment as a director at the meeting. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.
- 7.11 Subject as aforesaid, a director who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 7.12 a vacancy on the Board caused by the retirement, resignation or removal of a director shall be filled in accordance with Articles 7.1 and 7.3.

- 7.13 The directors acting together shall be entitled to appoint and remove as observers any individual from within the membership of any Full Member or Associate Member (provided that such individual shall not include any director, officer, employee, consultant or agent of or representative receiving remuneration from a Full Member or an Associate Member) or other body who, in the directors' opinion, are able to contribute relevant skills and experience to the Company. Such observers shall have the right to participate in meetings of the Board but shall not be entitled to vote thereat.

8. DISQUALIFICATION OF DIRECTORS

8.1 The office of a director shall be vacated if:-

- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c) he becomes incapable by reason of illness or injury of managing and administering his property and affairs; or
- d) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- e) he resigns his office by notice to the Company; or
- f) he ceases to be a member of a Full Member; or
- g) he becomes a director, officer, employee, consultant or agent of or representative receiving remuneration from a Full Member or an Associate Member; or
- h) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

9. PROCEEDINGS OF DIRECTORS

- 9.1 Subject to the provision of these Articles, the directors may regulate their proceedings as they think fit.
- 9.2 A director may, and the secretary at the request of a director shall, call a meeting of the directors.
- 9.3 Questions arising at a meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. Extra Ordinary decisions shall require seventy five (75) per cent majority of the directors. "Extra Ordinary Decisions" are decisions which would lead to an alteration of the memorandum or Articles of Association or which relate to working capital requirements to be determined pursuant to Articles 12.1 and 12.2 or the dissolution of the Company.
- 9.4 Each director shall have one vote.
- 9.5 The quorum for the transaction of the business of the directors shall be a majority of the directors and subject always to a minimum of three directors.
- 9.6 The directors may appoint one of their number to be the Chairman of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he 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 twenty minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 9.7 Save in relation to an executive director's remuneration or in relation to deciding to provide funding to an organisation of which a director is an employee, at any meeting of the directors or of any committee of the directors, subject to disclosing his interest therein, a director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. Regulations 94 to 98 (inclusive) in Table A shall be construed accordingly.
- 9.8 The directors shall cause minutes to be made in proper books kept for the purpose:-
- 9.8.1 of all appointments of officers made by the directors; and
- 9.8.2 of all proceedings at meetings of the Company and of the directors and of committees of directors including the names of the directors present at each such meeting.

Regulation 100 of Table A shall not apply to the Company.

- 9.9 A director may participate in a meeting or Annual General Meeting through the medium of a conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at a meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way is for the purpose of the Articles deemed to be validly and effectively transacted at a meeting although fewer than the requisite number of the people entitled to vote upon the business transacted are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.

10. **BORROWING POWERS**

Directors may exercise all the powers of the Company to borrow money without restriction and upon such terms and in such manner as they think fit and to grant any mortgage, charge or security over its undertaking and property thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. **INDEMNITY**

- 11.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the Court and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

- 11.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310 (1) of the Act.

- 11.3 Regulation 118 in Table A shall not apply to the Company.

12. **FINANCE**

- 12.1 Prior to the commencement of each financial year the Board shall agree the working capital requirements for the activities of the Company during the ensuing year.

- 12.2 The Board shall determine the manner in which such working capital requirements shall be funded and apportioned (if determined necessary by the Board) between each Full Member and Associate Member. Each Member shall on demand pay to the Company the amount apportioned to it in accordance with this Article.

NAME AND ADDRESS OF SUBSCRIBER

PINSENT CURTIS BIDDLE DIRECTOR
LIMITED

1 Park Row
Leeds LS1 5AB

Corporate Subscriber

by H O Brigg Director

Dated the 27 March 2002

Witness to the above signature:-

Mark Ager

1 Park Row
Leeds LS1 5AB