

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WEST MIDLANDS REGIONAL ASSEMBLY LIMITED

(as amended by Special Resolution passed on 16 July 2004)



Company No

4860074.

1. The Company's name is "West Midlands Regional Assembly Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - 3.1 to articulate a single, coherent regional voice on important issues and events affecting the West Midlands Region (which for the purposes of this memorandum shall mean the combined geographic area of the counties of Staffordshire, Shropshire, Worcestershire, Warwickshire, Herefordshire and the West Midlands Metropolitan Area);
 - 3.2 to provide a lobbying authority to protect and advance the social, cultural, economic and environmental interests of the West Midlands Region;
 - 3.3 to provide for the co-ordination, oversight and endorsement of regional strategies in the West Midlands Region;
 - 3.4 to be the principal consultative mechanism for regional activity and the arbiter of partner inclusivity in regional structures in the West Midlands Region;
 - 3.5 to contribute to and scrutinise the work of the Regional Development Agency, Advantage West Midlands, in accordance with the provisions of the Regional Development Agencies Act 1998;
 - 3.6 to make regional policies more transparent to the public;
 - 3.7 to encourage and promote a strong sense of regional identity and to provide a forum for considering and debating any issue or policy proposal having an impact on the people of the West Midlands Region;

- 3.8 to be the Regional Planning Body for the West Midlands Region and fulfil all functions pursuant to such status in accordance with the provisions of the Planning and Company Purchase Act 2004;
- 3.9 to advance the social, cultural, economic and environmental interests of the West Midlands Region;
- 3.10 to carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or as being ancillary to any of the businesses or activities of the Company;
- 3.11 to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- 3.12 to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- 3.13 to acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for any such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- 3.14 to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;

- 3.15 to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the board of directors and to hold or otherwise deal with any investments made;
- 3.16 to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to receive money on deposit or loan upon any terms;
- 3.17 to guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) of the Company, or by both such methods or by any other means whatever, the performance of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):
- 3.17.1 any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another subsidiary of the Company's holding company or otherwise associated with the Company in business; and
- 3.17.2 any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- 3.17.3 the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities;
- 3.18 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;

- 3.19 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- 3.20 to apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem to the board of directors to be calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem to such board to be calculated directly or indirectly to prejudice the Company's interests;
- 3.21 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem to the board of directors conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which such board may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- 3.22 to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;
- 3.23 to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem to the board of directors to be desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 3.24 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear to the board of directors to be likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite,

subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;

- 3.25 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the board of directors may think fit, and in particular (but without limitation) for shares, debentures, or securities of any company purchasing the same;
- 3.26 to act as agent or broker and as trustee or nominee for any person, firm or company, and to undertake and perform sub-contracts;
- 3.27 to remunerate any person, firm or company rendering services to the Company by cash payment or otherwise;
- 3.28 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company;
- 3.29 to provide, and establish and maintain or concur in establishing and maintaining trusts, funds, schemes, clubs or other arrangements (whether contributory or non-contributory) with a view to providing pensions, insurances, allowances, gratuities, bonuses and incentives and benefits of every description including, but not limited to, retirement benefits schemes and/or life assurance schemes to or for the benefit of officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or another subsidiary of that holding company or of any predecessor in business of any such company or the dependants or relatives of any such persons; and to provide or lend money or provide other financial assistance in accordance with or for the purposes of such arrangements;
- 3.30 to support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the board of directors, directly or indirectly benefit, or is calculated so to benefit, the Company or its business or activities or its officers, ex-officers, employees or ex-employees or the business, activities, officers, ex-officers, employees or ex-employees of any company which is for the time being or has at any time been the Company's holding company or a subsidiary of the Company or

another subsidiary of that holding company or the officers, ex-officers, employees or ex-employees of any predecessor in business of the Company or any such company as aforesaid;

- 3.31 to purchase and maintain, for the benefit of any director (including an alternate director), officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or her or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability;
- 3.32 to procure the Company to be registered or recognised in any part of the world;
- 3.33 to do all or any of the things or matters aforesaid in any part of the world and either as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 3.34 to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them;

AND so that:

- (a) none of the objects set out in any of the preceding sub-clauses of this **clause 3** shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this **clause 3**, or by reference to or inference from the name of the Company;
- (b) none of the preceding sub-clauses of this **clause 3** and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this **clause 3** as though each such sub-clause contained the objects of a separate company;

- (c) the word "company" in this **clause 3**, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
 - (d) in this **clause 3** the expressions "holding company" and "subsidiary" shall have the meanings given to them respectively by section 736 of the Act and the expression "subsidiaries" shall include a subsidiary undertaking as defined by section 258 of the Act; and
 - (e) in this **clause 3** the expression "the Act" means the Companies Act 1985, but so that any reference in this **clause 3** to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision at the time this **clause 3** takes effect.
- 4. The Company shall not have the power to distribute among the members of the Company any assets or property of the Company of whatever nature whether during the lifetime of the Company or on its winding up.
 - 5. The liability of the members is limited.
 - 6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) 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, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Names**Address and descriptions
of Subscribers**

Bennett Lyle Edward Reid

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Dated:

WITNESS TO THE ABOVE SIGNATURES:

Witness signature:

Name:

Address:

Occupation:

THE COMPANIES ACT 1985

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ARTICLES OF ASSOCIATION

OF

**WEST MIDLANDS REGIONAL ASSEMBLY
LIMITED**

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1. **PRELIMINARY**

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to WMRA Limited ("the Company") and these Articles alone shall constitute the regulations of the Company.

2. **OPERATIVE CLAUSES**

In these Articles the following expressions have the following meanings unless inconsistent with the context:

"Act"	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"A' Directors"	those directors appointed by the "A" Members;
"A' Members"	those persons who are admitted as members of the Company having been nominated for membership by the WMLGA;
"Annual Budget"	the spending plan for the Company for a 12 month period setting out how the Company will allocate its resources for the relevant year to implement the relevant Annual Business Plan;
"Annual Business Plan"	the business plan for the Company for a 12 month period;
"these Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;
"Assembly Chair"	the Chair of the members appointed by the members in accordance with Article 7.3;
"A' Assembly Vice Chair"	such "A" member as holds the office of Vice Chair of the members from time to time;
"A' Board Vice Chair"	such "A" director as holds the office of Vice Chair of the Board from time to time;

“‘B’ Assembly Vice Chair”	such “B” member as holds the office of Vice Chair of the members from time to time;
“the Board”	the board of directors of the Company acting collectively;
“Board Chair”	the chair of the Board appointed by the directors in accordance with Article 14.9;
“Business Council”	the organisation(s) designated by the members by special resolution as having the right to nominate persons as “B” Members of the Company, being, at the date of adoption of these Articles, the Business Council for the West Midlands;
“‘B’ Members”	those persons who are admitted as members of the Company having been nominated for membership by the Business Council
“‘B’ Directors”	those directors appointed by the “B” Members;
“‘B’ Board Vice Chair”	such “B” Director as holds the office of Vice Chair of the Board from time to time;
“Business Days”	any day (other than Saturday or Sunday or a public or bank holiday in England);
“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;
“‘C’ Assembly Vice Chair”	such “C” member as holds the office of Vice Chair of the members from time to time;
“‘C’ Directors”	those directors appointed by the “C” Members;
“‘C’ Members”	those persons who are admitted as members of the Company having been nominated for membership by the Other Stakeholders;
“‘C’ Board Vice Chair”	such “C” Director as holds the office of Vice

	Chair of the Board from time to time;
“directors”	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;
“executed”	includes any mode of execution;
“Group”	the Company and any of its subsidiaries or holding companies (as defined in the Act) and “Group Company” shall be any of those companies;
“the Memorandum”	the Memorandum of Association of the Company whether as originally adopted or as from time to time altered by special resolution;
“members”	the persons who are members of the Company from time to time;
“Office”	the registered office of the Company;
“Other Stakeholders”	the organisations having the right to nominate persons as “C” Members of the Company as are designated by a majority of not less than three fourths of the members as (being entitled to do so) vote in person or by proxy at a general meeting of which at least 14 clear days notice has been given specifying the intention to approve such designation at such general meeting, being, at the date of adoption of these Articles (i) West Midlands Federation of Housing Associations; (ii) Regional Action West Midlands; (iii) West Midlands Sustainability Forum; (iv) National Health Service confederation; (v) Trades Union Congress; (vi) Association of Parish Councils; (vii) Disability West Midlands; (viii) Regional Faiths Task Group;
“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;

“United Kingdom”

Great Britain and Northern Ireland;

“WMLGA”

West Midlands Local Government Association;

Unless the context otherwise requires, 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.

References to the masculine or feminine shall include reference to the other gender and the neuter and the singular includes the plural and vice versa.

The expression “person” means any individual, firm, body corporate, unincorporated association or partnership.

The index and headings to the Article numbers are for convenience only and shall not affect the interpretation of these Articles.

3. ADMISSION OF MEMBERS

3.1 The Company must keep a register of members as required by the Act. The members are:

3.1.1 the subscribers to the Memorandum and Articles of Association; and

3.1.2 persons who apply for admission and are admitted as members by the Board, being persons who are nominated for membership by the WMLGA, the Business Council or one of the Other Stakeholders respectively, provided that the number of persons admitted pursuant to such nominations shall not result in the number of “A” Members, “B” Members and “C” Members exceeding 68, 16 and 16 respectively at any one time.

3.2 Every application for membership must be in such form as is approved by the Board. At the next meeting of the Board after the receipt of any application for membership, the application must be considered by the Board who may decide whether to admit or reject the applicant on the basis of a majority of votes provided that at least one “A”, “B” and “C” Director forms part of such majority. If the Board decides not to admit an applicant duly nominated, the Board must, at the next general meeting of the Company, report that fact together with details of which directors voted against admitting the person and the reasons for their decision.

4. RETIREMENT OF MEMBERS

4.1 A member of the Company shall cease to be a member in the event of:-

4.1.1 such member's retirement or resignation, by the giving of written notice to the Company;

4.1.2 in the case of an individual, his or her death or his or her suffering from a mental disorder and either

(i) being admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application under the Mental Health (Scotland) Act 1960; or

(ii) having an order 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.

4.1.3 in the case of an individual, he or she being convicted of any indictable offence for which he or she is sentenced to a term of imprisonment;

4.1.4 in the case of a corporation, its winding up or, in the case of an unincorporated association, its dissolution;

4.1.5 he or she ceasing to be a member or officer of, in the case of an "A" Member, the WMLGA, in the case of a "B" Member, the Business Council, or, in the case of a "C" Member, one of the Other Stakeholders.

4.1.6 in the case of an "A" Member, he or she ceasing to be an elected member of a local authority in the West Midlands Region.

4.2 Unless otherwise determined by a special resolution the number of members shall be no less than two and no more than 100 of which no more than 68 shall be "A" Members, no more than 16 shall be "B" Members and no more than 16 shall be "C" Members.

4.3 Membership shall not be transferable.

5. GENERAL MEETINGS

- 5.1 Save as provided below, the Company shall in each year hold a minimum of four general meetings and there shall be not more than four months and not less than two months between each such meeting in addition to any other meetings in that year. One such general meeting shall be the Company's annual general meeting and shall be specified as such in the notice calling it. The annual general meeting shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.2 The directors may call general meetings at any time and must call a general meeting if it receives a requisition by the members in accordance with the Act.
- 5.3 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum for a meeting of the directors called to, inter alia, convene a general meeting, any director or any two members of the Company may convene an extraordinary or annual general meeting in the same manner as nearly as possible as that in which such meetings may be convened by the directors.

6. NOTICE OF GENERAL MEETINGS

- 6.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution 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:
- 6.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 6.1.2 in the case of any other meeting, by a majority of the members together representing at least 95% of the total voting rights at the meeting of all the members.
- 6.2 The notice shall specify the time, date and place of the meeting and, only in the case of special business (see Article 6.3 below), the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 6.3 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the profit and loss account, balance sheet, and the

reports of the directors and auditors and the appointment of and the fixing of the remuneration of the auditors.

- 6.4 Notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to all members and directors and to the auditors for the time being of the Company. If anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 Subject to Article 7.2, no business shall be transacted at any general meeting unless a quorum is present. A quorum shall be 33 members present in person or by proxy or by duly authorised representative (where appropriate) provided that no general meeting shall be quorate unless at least 7 "A" Members, 3 "B" Members and 3 "C" Members are present.

- 7.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time, whether later on the same day as the meeting so adjourned or such other day, and at such other time and place as the directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed the member or members present in person or by proxy or by duly authorised representative (where appropriate) entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

- 7.3 The members shall, at the first general meeting of the Company following the adoption of these Articles and thereafter at the first general meeting after the relevant offices become vacant, by a simple majority of votes cast by such members present (either in person or by proxy) at that meeting, appoint such persons as have been nominated in the manner described in Article 7.4, 7.5 or 7.6 (as appropriate) to the following offices:-

7.3.1 Assembly Chair

7.3.2 "A" Assembly Vice Chair

7.3.3 "B" Assembly Vice Chair

7.3.4 "C" Assembly Vice Chair

who shall, if fit and willing to act occupy such office for a period of two years from the date of appointment, provided that he or she shall automatically vacate such office if he or she ceases to be a member or is removed from such office by a special resolution of the members.

- 7.4 The "A" members shall, at any general meeting at which the appointment of persons to the offices of Assembly Chair and/or "A" Assembly Vice Chair is to be considered, report to such meeting which of their number they are nominating for each such office. In the absence of unanimity amongst the "A" members present (in person or by proxy) in respect of such nominations, a nomination shall be made on a simple majority of votes cast by such "A" members as are present (in person or by proxy) at such general meeting.
- 7.5 The "B" members shall, at any general meeting at which the appointment of a person to the office of "B" Assembly Vice Chair is to be considered, report to such meeting which of their number they are nominating for such office. In the absence of unanimity amongst the "B" members present (in person or by proxy) in respect of such nomination, a nomination shall be made on a simple majority of votes cast by such "B" members as are present (in person or by proxy) at such general meeting.
- 7.6 The "C" members shall, at any general meeting at which the appointment of a person to the office of "C" Assembly Vice Chair is to be considered, report to such meeting which of their number they are nominating for such office. In the absence of unanimity amongst the "C" members present (in person or by proxy) in respect of such nomination, a nomination shall be made on a simple majority of votes cast by such "C" members as are present (in person or by proxy) at such general meeting.
- 7.7 The Assembly Chair (or in his or her absence such of the Assembly Vice Chair as the Assembly Chair has appointed to act in his or her place or in the absence of such appointment such of the Assembly Vice Chair as the Board decide) appointed pursuant to Article 7.3 shall preside as Chair at every general meeting of the Company, or if there is no such Assembly Chair or (Assembly Vice Chair), or if none of them are willing to act, or are able to attend or are present within 15 minutes after the time appointed for the holding of the meeting the members present shall elect one of their number to be Chair of the meeting.
- 7.8 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. No notice is required of an adjourned meeting unless

the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting.

- 7.9 At any general meeting, a resolution put to the vote of the 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:

7.9.1 by the Chair;

7.9.2 by at least 2 members having the right to vote at the meeting; or

7.9.3 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 a proxy or a duly authorised representative for a member shall be treated in the same way as a demand by the member.

- 7.10 Unless a poll is duly demanded a declaration by the Chair that a resolution or any matter put to a vote of the members present 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 of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 7.11 In the case of an equality of votes, whether on a show of hands or on a poll the Chair of the meeting shall not be entitled to a casting vote.

- 7.12 Any member (including a proxy) may participate in a meeting of the members by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he or she shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chair of the meeting then is.

- 7.13 Any person who is not a member of the Company may (subject to any decision of the Chair to the contrary in any individual case) attend general meetings of the Company but shall not have any right to vote thereat. Such persons shall not have the right to speak at such meetings unless given the right to do so by the Chair.

- 7.14 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 or she 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 the like form each executed by or on behalf of one or more members.

8. VOTES OF MEMBERS

- 8.1 On a show of hands every member present in person or by proxy or by duly authorised representative (where appropriate) shall have one vote. On a poll every member present in person or by proxy or by duly authorised representative (where appropriate) shall have one vote.
- 8.2 A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.

9. ALTERNATES AND PROXIES

- 9.1 On his or her application for membership, a member of the Company may nominate an alternate to attend general meetings in his or her place. An alternate need not be a member of the Company. Such nomination shall be considered by the Board at the same time as the person's application for membership is considered, who may decide whether to accept or reject the alternate on the basis of a majority of votes provided that at least one "A", "B" and "C" Director forms part of such majority. If the Board decides to admit the member but does not accept the member's alternate, the member's alternate shall be such other person as is nominated by the member and approved by the Board.
- 9.2 A member may, at any time and from time to time, give notice to the Company that he or she wishes a person to be his or her alternate (either because such member has no alternate or to replace the member's existing alternate). Such nomination shall be considered by the Board in accordance with Article 9.1 above and, if accepted, the person so nominated shall be such member's alternate in place of any previous alternate, if any, so accepted by the Board.
- 9.3 Any alternate so nominated and accepted by the Board shall, at any general meeting of the Company be such member's proxy for the purposes of the Act (unless the member has notified the Company that for the purposes of any such meeting, the Assembly Vice Chair appointed by the category of members in which the relevant member is included, shall be his or her proxy) and any such proxy shall have the right to speak at such meetings and vote on both a show of hands and a poll.

10. **NUMBER OF DIRECTORS**

Unless and until otherwise determined by a special resolution, the minimum number of directors shall be 3 and the maximum number shall be 15. The maximum number of "A" Directors, "B" Directors and "C" Directors shall be 9, 3 and 3 respectively. If the number of directors falls below this minimum then the remaining directors may continue to act only for the purpose of appointing new directors as may be necessary.

11. **APPOINTMENT OF DIRECTORS**

- 11.1 The "A" Members shall have the right at any time, and from time to time, to appoint any person who is an "A" Member to be a director (and such person so appointed shall be an "A" Director), either as an additional director (provided that the appointment does not cause the maximum number of directors or "A" Directors to exceed any number determined in accordance with Article 10 above) or to fill a vacancy and to remove from office any director however so appointed. Any such appointment or removal shall be made by either (i) notice in writing to the Company signed by the majority of the "A" Members; or (ii) notice to the Company by a majority of the "A" Members present at any general meeting of the Company.
- 11.2 The "B" Members shall have the right at any time, and from time to time, to appoint any person who is a "B" Member to be a director (and such person so appointed shall be a "B" Director), either as an additional director (provided that the appointment does not cause the maximum number of directors or "B" Directors to exceed any number determined in accordance with Article 10 above) or to fill a vacancy and to remove from office any director however so appointed. Any such appointment or removal shall be made by either (i) notice in writing to the Company signed by the majority of the "B" Members; or (ii) notice to the Company by a majority of the "B" Members present at any general meeting of the Company.
- 11.3 The "C" Members shall have the right at any time, and from time to time, to appoint any person who is "C" Member to be a director (and such person so appointed shall be a "C" Director), either as an additional director (provided that the appointment does not cause the maximum number of directors or "C" Directors to exceed any number determined in accordance with Article 10 above) or to fill a vacancy and to remove from office any director however so appointed. Any such appointment or removal shall be made by either (i) notice in writing to the Company signed by the majority of the "C" Members; or (ii) notice to the Company by a majority of the "C" Members present at any general meeting of the Company.

12. POWERS OF DIRECTORS

- 12.1 Subject to the provisions of the Act, the Memorandum, these Articles and to any directions given by special resolution or any rules made pursuant to Article 20, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration to the Memorandum or of these Articles and no such direction or rules shall invalidate any prior act of the directors which would have been valid if that alteration had not been made, that direction had not been given or those rules not made. The powers given by this Article 12.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 12.2 The Board may delegate any of its powers to committees or sub-committees consisting of such director or directors as the Board thinks fit, and any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of such committee or sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Insofar as such power is so delegated, any reference in these Articles to the exercise by the directors of such power shall be read and construed as if it were a reference to such committee or sub-committee.
- 12.3 The Board shall not be entitled to undertake any of the following matters without the prior approval of a majority of not less than three fourths of the members as (being entitled to do so) vote in person or by proxy at a general meeting of which at least 14 clear days notice has been given specifying the intention to approve such matter or matters at such general meeting:-
- 12.3.1 the approval of the Annual Business Plan and Annual Budget;
 - 12.3.2 the determination or approval of regional strategies which the Company is empowered from time to time to determine or approve;
 - 12.3.3 the approval and publication of the draft Regional Planning Guidance for the West Midlands or such other Guidance or Strategy document as becomes in time the replacement of or successor to the Regional Planning Guidance;

- 12.3.4 the approval of the annual strategic review and scrutiny process of the Regional Development Agency for the West Midlands;
- 12.4 Subject to the provisions of the Act, the directors may appoint one or more of their number to any executive office of the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him or her of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
- 12.5 If the Board approves any Annual Business Plan and Budget to be put to a general meeting of the Company in accordance with Article 12.3 above, which includes any proposal for "capital expenditure" or "credit transaction" as defined in the Local Authorities (Companies) Order 1995 ("Proposed Expenditure") and the Board considers that due to the significance of the Proposed Expenditure it may require some capital or revenue support from one or more of the local authorities whose councillors are "A" Members of the Company ("the Member Authorities") and that such support may have a material adverse effect on the financial position of any Member Authority or receives a written indication from a Member Authority that this was likely to be the case then:-
- 12.5.1 the Board shall give written notice of such Proposed Expenditure (a "Capital Expenditure Notice") within 5 Business Days of the meeting at which the Annual Business Plan and Budget containing the same was approved by the Board to the Chief Executive of all Member Authorities;
- 12.5.2 a Capital Expenditure Notice shall include such details of the Proposed Expenditure and the capital or revenue support that may be required from Member Authorities as is available to the Board at the relevant time as will enable the Member Authority receiving it to consider what effect it will have on the financial position of the Member Authority; and
- 12.5.3 if and to the extent that the proposed Capital Expenditure requires the allocation of capital or revenue support by the Member Authorities then each of the Member Authorities will advise the Board within 20 days of receipt of the Capital Expenditure Notice whether they are able to provide such support for the proposal in light of their conclusions as to the effect of any such support on the Member Authority's financial position.

13. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

13.1 The office of a director shall be immediately vacated by a director if:

13.1.1 he or she ceases to be a member of the Company;

13.1.2 he or she resigns his or her office by giving notice to the Company;

13.1.3 he or she ceases to be a director by virtue of any provision of the Act or these Articles or he or she becomes prohibited by law from being a director; or

13.1.4 he or she dies or becomes bankrupt or makes any arrangement with his or her creditors or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment; or

13.1.5 he or she shall for more than two consecutive board meetings have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated; or

13.1.6 he or she is removed by a simply majority of the members of the Company, following the procedure laid down in Section 303 of the Act; or

13.1.7 in the case of a director appointed for a fixed term, at the end of that fixed term.

14. **PROCEEDINGS OF THE DIRECTORS**

14.1 The Board may meet together for the despatch of business, adjourn and, regulate their meetings as they think fit. Any director may, and the secretary at the request of a director shall, call a meeting of the directors. A minimum of four board meetings shall be held each year; with not more than four months between each meeting (unless all the directors agree otherwise). Subject to any provisions to the contrary in these Articles, questions arising at any meeting shall be decided by a majority of votes and each director shall have one vote. In case of an equality of votes, the Chair shall not have a second or casting vote.

14.2 Subject to Article 14.3 no business shall be transacted at any board meeting unless a quorum is present. A quorum shall be 8 directors present in person provided that no directors' meeting shall be quorate unless at least 4 "A" Directors, at least 1 "B" Director and at least 1 "C" Director shall be present. Continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if

the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.

- 14.3 If a quorum is not present within half an hour from the time appointed for a Board meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time, whether later on the same day as the meeting so adjourned, or to such other day and at such other time and place as the directors may determine. If at the adjourned board meeting a quorum is not present within half an hour from the time appointed the director or directors present in person shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 14.4 Unless all the directors agree otherwise, meetings of the Board and any committee or sub-committee thereof shall be summoned by not less than five business days' notice served on the directors (including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service) and in the case of any committee or sub-committee meetings, on the members of such committee or sub-committee. Any such notice must include an agenda of the matters to be discussed at any such meeting and, unless the majority of the directors present at the relevant meeting so decide, no matter may be discussed or voted on which is not included in any such agenda.
- 14.5 Any director may participate in a meeting of the directors or a committee of the directors of which he or she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he or she shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chair of the meeting then is.
- 14.6 The Company shall cause to be maintained a register of interests declared by the directors that shall be open for inspection by all members and all directors. Subject to the provisions of the Act, and provided that he or she has disclosed in writing to the directors the nature and extent of any interest of his or her (such interest be recorded on the aforesaid register of interests), a director, or any firm or Company of which he or she is a member or director, notwithstanding his or her office:

- 14.6.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;
- 14.6.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;
- 14.6.3 may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested; and

shall not by reason of his or her office be accountable to the Company for any benefit which he or she derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

14.7 For the purposes of Articles 14.6 and 14.8:

- 14.7.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- 14.7.2 an interest of which a director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers; and
- 14.7.3 an interest of a person who is for any purpose of the Act connected with a director shall be treated as an interest of the director.

14.8 Whenever a director has an interest in a matter to be discussed at a meeting of the Board (or a committee of the Board) the director concerned shall:

- 14.8.1 declare such interest at or before discussions begin on the matter and the Chair of the meeting shall record such interest in the minutes of the meeting;
- 14.8.2 unless the Board resolves otherwise:
 - 14.8.2.1 withdraw from the meeting for that item;
 - 14.8.2.2 not be counted in the quorum for that part of the meeting;

14.8.2.3 not be entitled to vote on the matter.

14.9 The Board shall, at the first meeting of the Board after the adoption of these Articles and thereafter at the first meeting of the Board after the relevant office becomes vacant, by a simple majority of the members of the Board present and voting at such meeting, appoint such persons as have been nominated in the manner described in Articles 14.10, 14.11 and 14.12 respectively to the following offices:-

14.9.1 Board Chair

14.9.2 "A" Board Vice Chair

14.9.3 "B" Board Vice Chair

14.9.4 "C" Board Vice Chair

The Board Chair so appointed shall remain in office for so long as the Board determines and may, at any time, be removed from the office of Board Chair by a majority of not less than two thirds of the directors who are present and vote at the meeting at which the resolution to remove the Board Chair is proposed provided that the office of Board Chair shall be immediately and automatically vacated if the person holding that office was also Assembly Chair but has been removed from that office by a vote of the members in accordance with Article 7.3 above. The "A", "B" and "C" Board Vice Chair shall remain in office for a 2 year term and may be re-appointed to the office of Board Vice Chair at any time after the end of such term. The "A" Board Vice Chair, "B" Board Vice Chair and "C" Board Vice Chair may, at any time, be removed from the office of Board Vice Chair by a unanimous decision of his or her other "A" Directors, "B" Directors or "C" Directors respectively.

14.10 The "A" Directors shall, at any meeting of the Board at which the appointment of persons to the offices of Board Chair and/or "A" Board Vice Chair is to be considered, report to such meeting which of their number they are nominating for each such office. In the absence of unanimity amongst the "A" Directors present in respect of such nominations at such meeting, nominations shall be made by a simple majority of votes cast by such "A" Directors as are present at such meeting.

14.11 The "B" Directors shall, at any meeting of the Board at which the appointment of a person to the office of "B" Board Vice Chair is to be considered, report to such meeting which of their number they are nominating for such office. In the absence of unanimity amongst the "B" Directors present in respect of such nominations at such meeting, a nomination shall be made by a simple majority of votes cast by such "B" Directors as are present at such meeting.

- 14.12 The "C" Directors shall, at any meeting of the Board at which the appointment of a person to the office of "C" Board Vice Chair is to be considered, report to such meeting which of their number they are nominating for such office. In the absence of unanimity amongst the "C" Directors present in respect of such nominations at such meeting, a nomination shall be made by a simple majority of votes cast by such "C" Directors as are present at such meeting.

15. **BENEFITS TO DIRECTORS**

- 15.1 The directors shall be entitled to such remuneration as the Board may determine subject to the approval of a majority of not less than three fourths of the members as (being entitled to do so) vote in person or by proxy at a general meeting of which at least 14 clear days notice is given specifying the intention to approve such matter at such meeting and, unless the members determine otherwise, the remuneration shall be deemed to accrue from day to day.
- 15.2 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of the directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties in accordance with any policies of the Company in relation to the recovery of such expenses in place at the relevant time.

16. **SECRETARY**

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them, provided always that no director may hold office as secretary where such office is remunerated. If there is no secretary capable of acting, anything required or authorised to be done by or to the secretary may be done by any director authorised generally, or specifically for that purpose, by the Board.

17. **THE SEAL**

The Company shall not use or adopt a seal. Any documents requiring execution as a deed shall be executed by any two directors or by any director and the Company secretary.

18. **MINUTES**

- 18.1 The directors shall cause minutes to be made in books kept for the purposes of:
- 18.1.1 all appointments to executive offices made by the directors;

- 18.1.2 all proceedings at meetings of the Company and of the directors and of any committees or sub-committees constituted pursuant to Article 12.2 including the names of directors and members present at each such meeting.

19. NOTICES

- 19.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this Article 19, "address" in relation to electronic communications, includes any number or address used for the purposes of such communication.

- 19.2 The Company may give notice to a member either personally or by sending it by first class post in a pre paid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. A members who has no registered address in the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or her or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 19.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given and such notice shall be deemed to be given at the expiration of 24 hours after the time it was sent.
- 19.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

20. **RULES**

- 20.1 The directors may establish rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the objects of the Company (as set out in the Memorandum), provided that if there is a conflict between the terms of these Articles or the Memorandum and any rules established under this Article, the terms of the Memorandum and Articles will prevail.

21. **WINDING UP**

- 21.1 If the Company and its subsidiaries (if any) are to be wound up, then subject to the discharge of all liabilities of the Company or the retention of sufficient reserves to discharge the same and to pay the costs of winding up the Company the remaining assets shall be distributed to such organisation, body corporate, unincorporated association, partnership, firm or statutory body as the members by special resolution may select provided that the objects of such organisation, body corporate, unincorporated association, partnership, firm or statutory body are similar to the objects of the Company or are otherwise for the promotion of the economic, social and environmental wellbeing of the people of the West Midlands.

22. **INDEMNITY**

- 22.1 Subject to the provisions of section 310 of the Act every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the lawful execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him or her by the court, and no director (including an alternate 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 lawful execution of the duties of his or her office or in relation thereto.
- 22.2 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 and, subject to the provisions of the Act, against any other liability which may attach to him or her or loss or expenditure which he or she may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor.

22.3 The directors may authorise the directors of companies within the same group of companies as the Company (if any) to purchase and maintain insurance at the expense of the Company for the benefit of any director, other officer or auditor of such Company in respect of such liability, loss or expenditure as is referred to in Article 22.1.

Names	Address and descriptions of Subscribers
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Bennett Lyle Edward Reid	Woodlands House 26 Woodlands Avenue Walsall WS5 3LN
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Jane Elizabeth Slowey	130 Leach Green Lane Birmingham B45 8EH
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David Stratford Smith	Ormside House Church Road Stonnall Walsall WS9 9HL
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Dated:

WITNESS TO THE ABOVE SIGNATURES:

Witness signature:

Name:

Address:

Occupation: