

**LINCOLNSHIRE SPORTS PARTNERSHIP**

**COMPANY NUMBER: 5252701**

**The Companies Act 1985**

We, the undersigned, being the members for the time being entitled to receive notice of and to attend general meetings of the Company, pass the following resolutions as two (2) special resolutions pursuant to the Articles of Association, and all other powers in that behalf


**SPECIAL RESOLUTIONS**

- 1 **THAT the Memorandum of Association of the Company be amended by the deletion of the existing Memorandum and the replacement thereof by the Memorandum which are attached and initialed by the members of the Company.**
- 2 **THAT the Articles of Association of the Company be amended by the deletion of the existing Articles and the replacement thereof by the Articles which are attached and initialed by the members of the Company.**

Agreement of members to accept short notice of a meeting

We, (names of members), being all of the members entitled to attend at the meeting convened by this notice agree pursuant to the Companies Act 1985 Section 378(3)(b) that the above resolutions may be proposed and if thought fit passed as special resolutions at the meeting notwithstanding that less than 21 days' notice of them has been given.

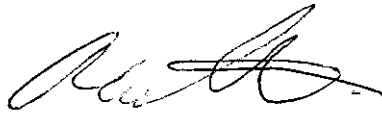
**SIGNED by:**

  
.....  
Lincolnshire Dance

Dated

for and on behalf of  
1<sup>st</sup> November 2004



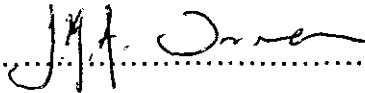


.....  
College

Dated

for and on behalf of Lincoln

1<sup>st</sup> November 2004

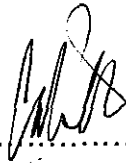


.....  
Volleyball Association

Dated

for and on behalf of English

1<sup>st</sup> November 2004



.....  
Lincolnshire Cricket Board

Dated

for and on behalf of

1<sup>st</sup> November 2004

*LB*  
*John*

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital

**Memorandum of Association of  
Lincolnshire Sports Partnership**

**Company Number 5252701**

1. The Company's name is Lincolnshire Sports Partnership (and in this document it is called "LSP"). In this document words and expressions defined in the Articles of Association of LSP shall have the same meanings when used herein.

2. LSP's registered office is to be situated in England and Wales.

3. LSP's objects ("the Objects") shall be to:

**"Advance the sports education of the public by creating, developing, maintaining and promoting a single, integrated sports delivery system for Lincolnshire."**

In pursuit of the Objects the following principles and aspirations shall determine the underpinning values of LSP.

**To Create:**

- Effective management and operating structures
- Share best practices
- Appropriate and pertinent systems for monitoring and evaluation
- An improved quality of life for our communities through active recreation
- A body that seeks to recognise and promote the development of sport structures

**To Develop:**

- Effective communication channels for and through sport
- Wide ranging policy and strategic guidance within LSP
- Safe and quality-based sports systems for all Lincolnshire inhabitants
- Relevant strategies and plans to support the ongoing development of sport in Lincolnshire
- co-operative working relationships with sub-regional partnerships and bodies

**To Maintain:**

- Effective management and operating structures
- Appropriate and pertinent systems for monitoring and evaluation

- Effective communication channels for and through sport
- Safe and quality-based sports systems for all Lincolnshire inhabitants
- Positive relationships with all relevant sports providers

**To Promote:**

- Proactively Lincolnshire Sport on a local, regional and national stage
- An effective case for sport in Lincolnshire to all appropriate bodies
- Sustainable support to county sports bodies
- the securing of appropriate internal & external funding opportunities
- Locally-based and easily accessible sport and active recreational opportunities

4. In furtherance of the Objects but not otherwise LSP may exercise the following powers:

- (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of LSP;
- (2) to raise funds and to invite and receive contributions: provided that in raising funds LSP shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (4) subject to clause 5 below to employ such staff, who shall not be directors of LSP, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (7) to pay out of the funds of LSP the costs, charges and expenses of and incidental to the formation and registration of LSP;
- (8) to borrow and raise money for the furtherance of the objects of LSP in such a manner and on such security as the Board may think fit;
- (9) to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company;
- (10) to subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock and other securities or obligations of any other company;
- (11) to invest the moneys of LSP not immediately required for the furtherance of its objects in or upon such investments, securities or property as the Board 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
- (12) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of LSP with a view to the furtherance of its objects;

- (13) to purchase and maintain, for the benefit of any director or auditor of LSP or of any company which is the holding company, a subsidiary, or a fellow subsidiary of LSP, insurance against any liability as is referred to in section 310(1) of the Companies Act 1985 and, subject to the provisions of the Act, against any other liability which may attach to him 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 an director or auditor and, subject also to the provisions of the Act, to indemnify any such person out of the assets of LSP 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 and, without prejudice to the foregoing, to grant any such indemnity after the occurrence of the event giving rise to any such liability;
- (14) to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may to the Board seem conducive to the attainment of LSP's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Board may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- (15) to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract;
- (16) to reward any person, firm or company rendering services to LSP by cash, payment or by any other means;
- (17) to do all such other lawful things as are necessary for the achievement of the Objects;
- (18) to do all or any of the things or matters permitted by this Memorandum of Association in any part of the world, and as principal agent, contractor or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

5. The income and property of LSP shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of LSP, and no director shall be appointed to any office of LSP paid any salary or fees or receive any remuneration or other benefit in money or money's worth from LSP: Provided that nothing in this document shall prevent any payment in good faith by LSP:

- (1) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by LSP to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to LSP by any member, officer or servant of LSP who is not a director;

- (3) of interest on money lent by any member of LSP or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by LSP ;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
- (5) of reasonable and proper rent for premises demised or let by any member of the Company or a director;
- (6) to any director of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of LSP undertakes to contribute such amount as may be required (not exceeding £1) to LSP'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 LSP'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.

8. If LSP is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of LSP, but shall be given or transferred to some other body group or charity (or several of such) having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on LSP by Clause 5 above, chosen by the members of LSP at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

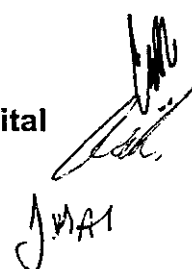
Amended by Special Resolution

Dated: 1st November 2004

**The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of  
LINCOLNSHIRE SPORTS PARTNERSHIP**

**Company Number 5252701**



**GENERAL**

**1. In these articles:**

- 1.1 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 LSP and these Articles alone shall constitute the regulations of LSP.
- 1.2 the words standing in the first column below shall have the meaning set out opposite to them respectively in the second column unless the context otherwise requires:

**WORDS**

**MEANINGS**

**“the Act”**

the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

**“Associated Person”**

a person within the meaning of section 69 of the Local Government and Housing Act 1989

**"Board"**

the board of directors of LSP

**"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

**"Controlled or Influenced Company"**

a company which is under the control of, or subject to the influence of a Local Authority as defined by sections 68 and 69 respectively of the Local Government and Housing Act 1989

**"directors"**

the directors of LSP

**"in writing"**

written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form;

**"Local Authority"**

the meaning given to that expression by section 67(3) of the Local Government and Housing Act 1989

**"Local Authority Member"**

a member of LSP which is a Local Authority Person



**"Local Authority Person"**

(1) a Local Authority or (2) any member or director (or any representative or proxy of such member or director) who is an Associated Person

**"month"**

calendar month;

**"Secretary"**

the person appointed from time to time in accordance with these Articles to act as secretary to LSP

**"the seal"**

the Common Seal of LSP

**"LSP"**

Lincolnshire Sports Partnership

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

1.4 reference to a gender shall include any gender.

1.5 words importing persons shall not include individuals but shall include partnerships and bodies corporate and unincorporate.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these articles become binding on LSP shall if not inconsistent with the subject or context bear the same meanings in these articles.

## **MEMBERS**

2. The number of members shall not be subject to any maximum but shall be a minimum of three.
3. Only the subscribers to the Memorandum of Association and such other bodies and persons as the directors shall admit in accordance with the provisions of these articles shall be members of LSP.
4. Individuals shall not be entitled and eligible to be admitted as members of LSP. The bodies and persons entitled and eligible to be admitted as members of LSP shall include the following:
  - 4.1 as Category A members - County and District Councils in Lincolnshire
  - 4.2 as Category B members - Local or national governing bodies of sport
  - 4.3 as Category C members - Local sporting networks and independent educational institutes and voluntary bodies
  - 4.4 Membership will only be retained on the payment of the appropriate annual fee which shall initially be
    - For Category A Members £4,000
    - For Category B Members £100
    - For Category C Members £10or such other annual fee to be determined from time to time by the members in general meeting on the basis of recommendations made by the Board.
5. A body that is a member shall appoint an individual to represent it at general meetings of LSP and shall notify the Secretary of the identity of the person so appointed from time to time. Replacements or removals of such individuals shall be by notice in writing deposited with the Secretary

6. If at any time the total number of the members shall have remained at less than three for a period of one calendar month and there shall not have been received by LSP a sufficient number of applications from bodies or persons entitled to be admitted as members under the foregoing provisions such as to restore the membership to three or more, then the director or directors for the time being may, subject then to giving not less than fourteen days' notice in writing to all Category A members and those bodies entitled to be Category A members admit to membership any such body or person, whom they think fit, as may be necessary to restore the total membership to three
7. Every body or person desirous of becoming a member of LSP in pursuance of the preceding Articles must sign and deliver to LSP at its registered office an application for membership in the form following namely:

"To : **LINCOLNSHIRE SPORTS PARTNERSHIP**

of

[name of organisation] whose registered office/principal place of business is at [address] applies for Membership of Lincolnshire Sports Partnership subject to the provisions of the Memorandum and Articles of Association of Lincolnshire Sports Partnership. It agrees to pay to Lincolnshire Sports Partnership an amount of up to £1 if Lincolnshire Sports Partnership is wound up while it is a Member or for up to 12 months after it has left Lincolnshire Sports Partnership. It confirms that it is[not] a local authority for the purposes of Part V of the Local Government and Housing Act 1989. [It undertakes to notify the Company Secretary in writing immediately should it become a local authority at any time whilst a Member of Lincolnshire Sports Partnership.]

Signed ..... Dated ....."

or in such substantially similar form as the directors may prescribe from time to time.

The directors shall at the earliest opportunity which is reasonably practicable thereafter consider the application and if approved cause the applicant's name to be

entered in the register of members and the applicant shall thereupon become a member of LSP.

8. In the event that a body entitled to be a member pursuant to Article 4 has resolved to replace or remove the representative appointed by it pursuant to article 5 and that a written notice to that effect has been deposited at the registered office, then the directors shall at the earliest opportunity which is reasonably practicable thereafter enter the fact in the register of members and the individual removed or replaced shall thereupon cease to be the representative of that member **PROVIDED THAT** in the case of replacement of a representative the identity of the replacement individual notified to LSP shall be inserted in the register of members and that individual shall thereupon become the representative of that member.
9. The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the events following namely:
  - 9.1 if being a member pursuant to Article 4 the body or person shall cease to exist or to be entitled to be a member pursuant to Articles 4.1 to 4.3;
  - 9.2 if the member serves upon LSP notice in writing deposited at the registered office of LSP of its intention to resign its membership in which event it shall cease to be a member from the date of service of such notice upon LSP **PROVIDED THAT** no body or person shall be removed as a member by virtue only of such notice if the result of such notice, were it be given effect, would be that the total membership of LSP would thereby be reduced to less than three or would result in LSP being as from the date of resignation a Controlled or Influenced Company;

9.3 if his membership be terminated in accordance with the next following sub-clause of this Article;

9.4 The directors shall be entitled to suspend or expel from membership any member on the grounds of misconduct, in relation either to LSP, its property, its members or of conduct likely to prove prejudicial to the good standing of LSP or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the directors shall be entitled to not less than seven clear days' notice of that meeting, stating the case made against it.

The representative of such member shall be entitled to attend and speak at that meeting at any time throughout the period during which its membership is discussed but its representative shall withdraw prior to voting, notwithstanding that he may himself be a director. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the directors present and voting.

10 For so long as Part V of the Local Government and Housing Act 1989 remains in force a body or person applying to become a member of LSP must state on the application for membership whether or not they are a Local Authority Person and the Secretary shall enter such information on the register of members of LSP. All members of LSP shall inform the Secretary immediately should they become or cease to become (as appropriate) a Local Authority Person while a member of LSP and the Secretary shall update the register of members accordingly.

11 At no time shall there be such number of members of LSP which are Local Authority Persons so as to cause LSP to become a Controlled or Influenced Company.

- 12 In the event that any body or person by virtue of becoming a member of LSP causes LSP to become a Controlled or Influenced Company then the appointment of such body or person shall be of no effect and the membership of such body or person shall be forthwith automatically terminated. If two or more bodies or persons are appointed then the last in time to have been so appointed or, if appointed simultaneously then both or all until whichever shall be selected by a fair method of chance at a meeting of the directors, shall be forthwith terminated as a member of LSP. In the event that a member becomes a Local Authority Person after having been appointed so that this would cause LSP to become a Controlled or Influenced Company then his/its appointment shall be forthwith automatically terminated from the date that he/it became a Local Authority Person.
- 13 No general meeting of LSP shall be held until such members have been terminated or such other bodies or persons have been appointed members as necessary for LSP to no longer be a Controlled or Influenced Company.

#### **ASSOCIATES**

- 14 Associates shall not be members of LSP and shall have no votes at any meetings of LSP. Associates shall comprise other bodies, organisations, companies, businesses and individuals with an interest in sport in Lincolnshire who apply to the Board to become Associates and whose application is accepted. Associates shall be entitled to attend meetings of the members and to receive information about LSP and its business to such extent as the directors shall from time to time determine PROVIDED THAT no Associates shall be entitled to attend so much of any meeting of members

at which any confidential information is to be discussed or to receive any information which is confidential.

- 15 Every person desirous of becoming an Associate of LSP in pursuance of the preceding Article must sign and deliver to LSP at its registered office an application for status as an Associate in the form following namely:

**"To : LINCOLNSHIRE SPORTS PARTNERSHIP**

**of**

I/WE            desire to become an Associate of LSP and request you to enter my/our name in the register of Associates accordingly, subject to the Memorandum and Articles of Association"

Signed.....Dated.....

or in such form as the directors may prescribe from time to time. The directors shall at the earliest opportunity which is reasonably practicable thereafter consider the application and if approved cause the applicant's name to be entered in the register of Associates and the applicant shall thereupon become an Associate.

## **GENERAL MEETINGS**

16. LSP shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of LSP and that of the next. Provided that so long as LSP holds its first annual general meeting within eighteen months of its incorporation,

it need not hold it in the year of its incorporation nor in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

17. All general meetings other than annual general meetings shall be called extraordinary general meetings.
18. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 368 of the Act.
19. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice in writing at the least, and a meeting other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by LSP in general meeting, to such persons as are, under the articles of LSP, entitled to receive such notices from LSP; provided that a meeting of LSP shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed
  - 19.1 in case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - 19.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote thereat, being a majority together representing



not less than ninety-five percent of the total voting rights at that meeting of all the members.

20. 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 the proceedings at that meeting nor any resolution passed thereat.

#### **PROCEEDINGS AT GENERAL MEETINGS**

21. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
22. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum necessary for the transaction of the business of the members may be fixed by the members, but this shall never (save as set out in Article 23) be less than 12 members.
23. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the chairman may determine. If at such adjourned meeting a quorum as referred to in Article 22 is not present within half an hour from the time appointed for holding the meeting, the member or members present shall be a quorum.
24. The chairman, if any, of the board shall preside as chairman at every general meeting of LSP, or if there is no such chairman, or if he shall not be present within fifteen

minutes after the time appointed for the holding of the meeting, or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.

25. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by that 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original 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 meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded:
  - 26.1 by the chairman; or
  - 26.2 by at least two members present. Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands 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 minute book of LSP shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
27. Subject to the provisions of Article 28, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the chairman of the

meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
29. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a second or casting vote.
30. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
31. Subject to the provisions of the Act a resolution in writing signed by or on behalf of all the members for the time being entitled to receive notice and to attend and vote at general meeting shall be as valid and effective as if the same had been passed at a general meeting of LSP duly convened and held and may consist of several documents in the like form each signed by or on behalf of one or more members.

#### **VOTES OF MEMBERS**

32. Subject as hereinafter provided every member shall have one vote
33.
  - 33.1 No member other than a member duly registered shall be entitled to vote on any question at any general meeting.
  - 33.2 If any vote shall be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the resolution unless the question be raised before the declaration of the result by the chairman, and not in that

case unless it shall in the opinion of the chairman be material as to the outcome of the vote.

34. Votes shall be given personally on a show of hands and on a poll by the representative of the member as set out from time to time in the register of members of LSP. A representative of a member shall be entitled to appoint a proxy. Every member's representative desirous of appointing a proxy in pursuance of this Article must sign and deliver to LSP at its registered office a notice of appointment of a proxy in the form following namely
35. The number of votes that may be cast by Local Authority Persons at any general meeting may not at any time amount to 20% or more of the total voting rights. Accordingly at general meetings the votes of the members who are not Local Authority Persons are to be supplemented by the lowest number of additional votes (rounded up to the nearest whole number) that are necessary to take the votes of the members who are Local Authority Persons below the 20% total. Any additional votes conferred by this Article are to be distributed equally between the members who are not Local Authority Persons. If an equal distribution is not possible the additional votes are to be supplemented by such number of further additional votes that are necessary to ensure an equal distribution of additional votes to each of the members who are not Local Authority Persons.

## **DIRECTORS**

36. 36.1 The business of LSP shall be managed by the directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, registration and establishment of LSP as they think fit and may exercise all such powers of LSP and do on behalf of LSP all such acts as may be exercised and done by LSP and as are not by statute or by these Articles required to be exercised or done by LSP in general meeting subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting LSP and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by LSP in general meeting but no regulation made by LSP in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.
- 36.2 The directors may exercise all the powers of LSP to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of LSP
37. Without prejudice to the generality of the last preceding Article the directors may from time to time (but subject to any contrary direction by LSP in general meeting):
- 37.1 elect a chairman and a vice-chairman, of LSP and may delegate to such persons such powers and authority and such duties and responsibilities as they shall think fit;
- 37.2 make regulations as the terms on which subscribers to the funds of LSP or other persons may become and be known as patrons or be known by some

other honorific title provided that no such person shall by reason thereof alone become a member or a director of LSP;

37.3 make regulations as to the admission to directors' meetings or general meetings of LSP of patrons, members of the press and others, the distribution of press statements and the making of public announcements in the name of LSP;

37.4 make bye-laws pursuant to Article 76.

## **QUALIFICATION AND APPOINTMENT OF DIRECTORS**

38. 38.1 The first directors shall be the persons named in the statement delivered to the Register of Companies pursuant to section 10 of the Act. The maximum number of directors shall not exceed 20. LSP may in general meeting appoint at least five directors and (to the extent that there are vacancies due to insufficient numbers of directors being appointed in accordance with Articles 38.3 to 38.5) up to 20 directors.

38.2 The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors (subject to the maximum number of 20). Without prejudice to the powers of the directors under this Article, LSP in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors (subject to the maximum number of 20). In either case the person so appointed whether by the directors or by LSP in general meeting may be appointed notwithstanding the fact that he has been reappointed previously following retirement by rotation and any director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.

38.3 The Category A Members shall have the right to appoint up to [three] Directors

38.4 The Category B Members shall have the right to appoint up to [four] Directors

38.5 The Category C Members shall have the right to appoint up to [four] Directors

39 All Directors appointed in accordance with Articles 38.3 to 38.5 shall be nominated by the members of the relevant Category who are entitled to so appoint and where more than the relevant number of directors are nominated the members of the relevant Category shall determine the persons to be appointed by a meeting of that Category which meeting shall be an Extraordinary General Meeting at which only the members of the Category are entitled to attend and vote and notice thereof need not be given to any members who are not members of that Category

40. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:

40.1.1 he is recommended by the directors or the meeting of the relevant Category which is entitled to appoint him; or

40.1.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to LSP of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in LSP's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

41 For so long as Part V of the Local Government and Housing Act 1989 remains in force a person who may become a director of LSP must state on an application form

whether or not they are an Associated Person and the Secretary shall enter such information on the register of LSP. All directors of LSP shall inform the Secretary immediately should they become or cease to be (as appropriate) an Associated Person while a director of LSP and the Secretary shall update the register accordingly.

42 At no time shall there be such number of directors which are Associated Persons so as to cause LSP to become a Controlled or Influenced Company.

43 On the event that any person by virtue of becoming a director of LSP causes LSP to become a Controlled or Influenced Company then the appointment of such person shall be of no effect and the appointment of such person shall be terminated automatically forthwith. If two or more persons are appointed then the last in time to have been so appointed or, if appointed simultaneously then both or all until whichever shall be selected by a fair method of chance at a meeting of the members, shall be forthwith terminated as a director of LSP. In the event that a director becomes an Associated Person after having been appointed so that this would cause LSP to become a Controlled or Influenced Company then his appointment shall be forthwith automatically terminated from the date that he became an Associated Person.

#### **RETIREMENT AND REMOVAL OF DIRECTORS**

44 In addition and without prejudice to the provisions of Section 303 of the Act, LSP may by ordinary resolution remove any director at any time, notwithstanding anything in these Articles or in any agreement between LSP and such director

45 At the first 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.

46 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.

47 If LSP, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if he is willing to act and he has not been reappointed previously following retirement by rotation (excluding any reappointment following retirement at the first general meeting of LSP), 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.

#### **DISQUALIFICATION OF DIRECTORS**

48. A director shall vacate his position if that director:

48.1 without the consent of LSP in general meeting holds any office of profit under LSP; or

48.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

48.3 becomes prohibited from being a director by reason of any order made under the Act; or

48.4 resigns his office by notice in writing to LSP; or

48.5 is directly or indirectly interested in any contract with LSP and fails to declare the nature of his interest in the manner required by Section 317 of the Act.

Any person may be appointed or elected 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 DIRECTORS**

49. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of the directors to any director for the time being absent from the United Kingdom.

50. If at any meeting of the directors the votes of those directors who are Associated Persons would amount to 20% or more of the total voting rights at that meeting the votes of the directors who are not Associated Persons are to be supplemented by the lowest number of additional votes (rounded up to the nearest whole number) that are necessary to take the roles of the directors who are Associated Persons below the 20% total. Any additional votes conferred by this Article are to be distributed equally between the directors who are not Associated Persons. If an equal distribution is not possible the additional votes are to be supplemented by such number of further additional votes that are necessary to ensure an equal distribution of additional votes to each of the directors who are not Associated Persons.

51. 51.1 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, but this shall never be less than seven.
- 51.2 The 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 the continuing directors or director may act only for the purposes of filling vacancies or of calling a general meeting.
52. The directors shall cause minutes to be made in books provided for the purpose:
- 52.1 of all appointments of directors;
- 52.2 of the names of the directors present at each meeting of the directors and of any sub-committee of the directors;
- 52.3 of all resolutions of and proceedings at all meetings of LSP, and of the directors and of sub-committees of the directors.
53. If at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
54. The directors may delegate any of their powers to sub-committees. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the directors and shall, in respect of each of its meetings, deposit with the secretary, a copy of the minutes of that meeting and a copy of any agenda or other document laid before the meeting.
55. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting a chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

56. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
57. All acts done by any meeting of the directors or of a sub-committee of the directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
58. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors.
59. A director or member of a committee of directors may participate in a meeting of the directors or such committee by means of 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.
60. A director shall not vote at a meeting of the 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 interest of LSP unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- 60.1 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, LSP or any of its subsidiaries;
- 60.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of LSP 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 of security;
- 60.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of LSP or any of its subsidiaries, or by virtue of his being, or intending to become a participant in the underwriting or sub-underwriting of an offer of any such debentures by LSP or any of its subsidiaries for subscription, purchase or exchange;
- 60.4 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 purposes

For the purpose of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on LSP), connected with a director shall be treated as an interest of the director.

- 61. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 62. LSP may by ordinary resolution suspend or relax in any event, 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.

63. Where proposals are under consideration concerning the appointment of two or more directors to offices in LSP or any body corporate in which LSP 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.
64. 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.

#### **INDEMNITY**

65. The directors shall have power to provide indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to LSP; Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

#### **SECRETARY**

66. Subject to Section 13 of the Act, the secretary shall be appointed by the directors for such term and upon such conditions as it may think fit; and any secretary so appointed may be removed by them. The directors may in like manner appoint an assistant or

deputy secretary and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

67. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

#### **THE SEAL**

68. The seal shall only be used by the authority of a resolution of the directors, or of a sub-committee of the directors authorised by the directors in that behalf. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

#### **CHEQUES**

69. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments, and all receipts for moneys paid to LSP shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the directors shall from time to time by resolution determine.

#### **ACCOUNTS**

70. The directors shall cause accounting records to be kept in accordance with Section 221 of the Act.
71. The accounting records shall be kept at the registered office of LSP or, subject to Section 222 of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors of LSP.
72. The directors shall from time to time, in accordance with Part VII of the Act, cause to be prepared and to be laid before LSP in general meeting such income and

expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in that Part of the Act.

73. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before LSP in general meeting pursuant to Article 72, together with a copy of the reports of the auditors and of the directors shall, not less than fourteen days before the date of the meeting, be sent to every member of, and every holder of debentures of LSP; provided that this Article shall not require a copy of those documents to be sent to any person of whose address LSP is not aware or to more than one of the joint holders of any debentures.

74. Auditors shall be appointed and their duties regulated in accordance with the Act.

75. Accounts shall be prepared and submitted in accordance with the Act.

#### **BYE-LAWS**

76. 76.1 The directors may from time to time make such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of LSP and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such bye-laws regulate;

76.1.1 the conduct of members of LSP in relation to one another and to LSP's servants;

76.1.2 the setting aside of the whole or any part or parts of LSP's premises at any particular time or times or for any particular purpose or purposes;



76.1.3 the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedure is not regulated by these Articles;

76.14 generally, all such matters as are commonly the subject matter of company bye-laws.

76.2 LSP in general meeting shall have power to alter, add to or repeal the rules or bye-laws and the directors shall adopt such means as they think sufficient to bring to the notice of members of LSP all such bye-laws, which shall be binding on all members of LSP. Provided that no bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

76.3 The approval of the Category A Members shall be required for any exercise by the directors or the members of the powers contained within this Article 76.

## **NOTICES**

77. A notice may be given by LSP to any member either personally or by sending it by post to him at 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 LSP 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, prepaying 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

78. Notices of every general meeting shall be given in any manner hereinbefore authorised to:

78.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to LSP an address within the United Kingdom for the giving of notices to them;

78.2 every director;

78.3 the auditors for the time being of LSP.

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

## **DISSOLUTION**

79. Clause 8 of the Memorandum of Association of LSP relating to the winding up and dissolution of LSP shall have effect as if the provisions thereof were repeated in these Articles.

## **ATTENDANCE AT MEETINGS OF LOCAL AUTHORITY**

80 LSP authorises any director who is an Associated Person to attend any proceedings of the local authority (or any committee or subcommittee thereof) of which she/he is an elected Member or officer, and answer any questions put to any such director during such proceedings about the activities of LSP. Nothing in this clause shall be deemed to authorise such director to disclose any information during such proceedings about the affairs of LSP which have been communicated to that director in confidence unless the public and the press have been excluded from such proceedings and, for the avoidance of doubt unless clearly in the public domain, all information disclosed to a director shall be deemed confidential.

Amended this 1<sup>st</sup> November 2004