

**FILE COPY**



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

Company No. 6488678

The Registrar of Companies for England and Wales hereby certifies that  
ICON EAST MIDLANDS

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

Given at Companies House, Cardiff, the 30th January 2008



\*N06488678Y\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —





Please complete in typescript,  
or in bold black capitals

CHFP025

# 30(5)(a)

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

Company Name in full

ICON EAST MIDLANDS

I, Chinyere Ezuma

of 21 Queen Street, Leeds, LS1 2TW

† Please delete as appropriate

a [Solicitor engaged in the formation of the company] ~~XXXXXX~~  
~~XXXXXX~~ do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985

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

Declarant's signature

Declared at

6-7 Park Place Leeds in The County of  
West Yorkshire

Day Month Year

on

29 01 2008

① Please print name

before me ①

D. A. GRIFFITH

Signed

*D.A. Griffith*

Date

29.01.08

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

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

Irwin Mitchell Solicitors  
21 Queen Street  
Leeds  
LS1 2TW

Tel 0870 1500 100

DX number 706591

DX exchange PARK SQUARE - LEEDS

When you have completed and signed the form please send it to the  
Registrar of Companies at  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

WEDNESDAY



\*ABG2HWS8\*

A62

30/01/2008

45

COMPANIES HOUSE



# 10

Please complete in typescript,  
or in bold black capitals

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full

ICON EAST MIDLANDS

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

21 Queen Street

Post town Leeds

County / Region West Yorkshire

Postcode LS1 2TW

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

x

Agent's Name Irwin Mitchell Solicitors

Address 21 Queen Street

Post town Leeds

County / Region West Yorkshire

Postcode LS1 2TW

Number of continuation sheets attached

0

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record

Irwin Mitchell Solicitors  
21 Queen Street  
Leeds  
LS1 2TW

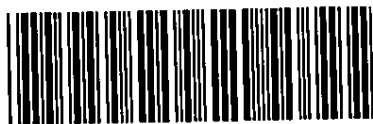
Tel 0870 1500 100

DX number 706591

DX exchange PARK SQUARE - LEEDS

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for companies registered in Scotland  
**DX 235 Edinburgh**  
or **LP - 4 Edinburgh 2**

WEDNESDAY



A62

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30/01/2008  
COMPANIES HOUSE

46

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

Company name

ICON EAST MIDLANDS

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

IMCO Secretary Limited

Previous forename(s)

Previous surname(s)

Address ††

21 Queen Street

Post town

Leeds

County / Region

West Yorkshire

Postcode

LS1 2TW

Country

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

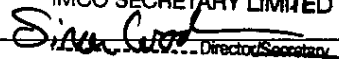
I consent to act as secretary of the company named on page 1

Consent signature

For and on behalf of  
IMCO SECRETARY LIMITED

Date

29/1/08

  
Director/Secretary**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

IMCO Director Limited

Previous forename(s)

Previous surname(s)

Address ††

21 Queen Street

Post town

Leeds

County / Region

West Yorkshire

Postcode

LS1 2TW

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Day Month Year

Date of birth

1 3 0 2 2 0 0 2

Nationality

England and Wales

Business occupation

Private Company

Other directorships

See attached schedule

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

Consent signature

For and on behalf of  
IMCO DIRECTOR LIMITED

Date

29/1/08

  
Director/Secretary

## Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

For and on behalf of  
IMCO DIRECTOR LIMITED

*Sina Gode*

Director/Secretary

Date

29/1/08

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Name IMCO DIRECTOR LIMITED  
Nationality BRITISH  
Latest Address 21 QUEEN STREET  
LEEDS  
WEST YORKSHIRE  
Postcode LS1 2TW

Date of Birth 13/02/2002

Company Appointments Current 21

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To view company details, click on the appropriate company number  
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR Appointed 23/05/2005  
Occupation CORPORATE ENTITY  
Company Number [02606752](#)  
Company Name: IRWIN MITCHELL LIMITED  
Active

DIRECTOR Appointed 13/08/2003  
Occupation CORPORATE BODY  
Company Number [04865686](#)  
Company Name IMCO SHAREHOLDER (1) LIMITED  
Active

DIRECTOR Appointed 02/01/2003  
Occupation CORPORATE BODY  
Company Number [04627114](#)  
Company Name IMCO SHAREHOLDER (2) LIMITED  
Active

DIRECTOR Appointed 15/05/2006  
Occupation  
Company Number [05816854](#)  
Company Name K B INDUSTRIES (UK) LIMITED  
Active

DIRECTOR Appointed 15/05/2006  
Occupation  
Company Number [05816857](#)  
Company Name GOLDEN SKATE LIMITED  
Active

DIRECTOR Appointed 22/03/2007  
Occupation CORPORATE BODY  
Company Number [06178409](#)  
Company Name IM NOMINEES LIMITED  
Active

DIRECTOR Appointed 22/03/2007  
Occupation CORPORATE BODY  
Company Number [06178473](#)  
Company Name IM NOMINEES NUMBER TWO LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 22/03/2007  
CORPORATE BODY  
06178502  
IMCO (92007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 29/05/2007  
CORPORATE BODY  
06261872  
IMCO (182007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 28/09/2007  
CORPORATE BODY  
06385377  
IMCO (202007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 28/09/2007  
CORPORATE BODY  
06385385  
ECTIMO LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 09/01/2008  
PRIVATE COMPANY  
06468064  
IMCO (232007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 09/01/2008  
PRIVATE COMPANY  
06468073  
IMCO (242007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 09/01/2008  
PRIVATE COMPANY  
06468075  
IMCO (252007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 09/01/2008  
PRIVATE LIMITED COMPANY  
06468077  
IMCO (262007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number  
Company Name

Appointed 09/01/2008  
PRIVATE LIMITED COMPANY  
06468086  
IMCO (272007) LIMITED  
Active

DIRECTOR  
Occupation  
Company Number

Appointed 09/01/2008  
PRIVATE LIMITED COMPANY  
06468190



Company Name	IMCO (282007) LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 09/01/2008 PRIVATE LIMITED COMPANY <u>06468198</u> IMCO (292007) LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 09/01/2008 PRIVATE LIMITED COMPANY <u>06468203</u> IMCO (302007) LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 09/01/2008 PRIVATE LIMITED COMPANY <u>06468212</u> IMCO (312007) LIMITED Active
DIRECTOR Occupation Company Number Company Name	Appointed 09/01/2008 PRIVATE LIMITED COMPANY <u>06468227</u> IMCO (322007) LIMITED Active

**Name** IMCO DIRECTOR LIMITED  
**Nationality** BRITISH  
**Latest Address** RIVERSIDE EAST  
2 MILLSANDS  
SHEFFIELD  
SOUTH YORKSHIRE  
**Postcode** S3 8DT

Click [HERE](#) for details of other addresses registered at Companies House for this person

**Date of Birth** 12/07/2005

**Company Appointments** Current 1

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To view company details, click on the appropriate company number  
Click [HERE](#) to include Resigned and Dissolved appointments

<b>DIRECTOR</b>	<b>Appointed</b> 15/01/2004
<b>Occupation</b>	CORPORATE BODY
<b>Company Number</b>	<a href="#">05016599</a>
<b>Company Name</b>	ASCENT LEGAL SERVICES LIMITED
	Active

COMPANIES ACT 1985 and 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION

OF  
ICON EAST MIDLANDS

COMPANY NUMBER:

WEDNESDAY



034437 | 50  
841164

30 JAN 2008

- 1 The Company's name is ICON EAST MIDLANDS ("ICON EAST MIDLANDS")
- 2 ICON EAST MIDLANDS's registered office is to be situated in England and Wales
- 3 ICON EAST MIDLANDS's objects ("the Objects") are to benefit in a wholly charitable manner people that live or work within the geography comprised within the area of responsibility of the East Midlands Development Agency by

undertaking, commissioning and supporting research including innovation in areas of science, engineering, information technology, management, economics, sustainability, the environment and aesthetics associated with the built and wider environment, including its processes and artefacts,

promoting education and community benefit, in all such matters, and

being a catalyst for collecting, collating and publishing useful information, ideas, and data relating to such matters

- 3 1 In furtherance of the Objects and to the extent the directors of ICON EAST MIDLANDS shall from time to time determine ICON EAST MIDLANDS may,

- 3 1 1 promote and encourage the achievement and maintenance of high standards by organisations and individuals in the environments they create and maintain,

- 3 1 2 provide expert advice and assistance,

- 3 1 3 promote and encourage the exchange of knowledge, information and services,
- 3 1 4 promote cost effective and sustainable environmental and economic wellbeing,
- 3 1 5 foster and promote the formation and operation of any consultative, advisory, or other committees, whether of a national, regional or local nature, which in the opinion of ICON EAST MIDLANDS may be of assistance in furtherance of the Objects,
- 3 1 6 provide, and otherwise foster support and assist, educational services,
- 3 1 7 support and assist in the implementation of any national, regional or local scheme for the development of the use of information and communication technologies which in the opinion of ICON EAST MIDLANDS may be of benefit in furtherance of the Objects,
- 3 1 8 foster, support and assist in relevant strategic development at national, regional or local level,
- 3 1 9 procure to be prepared, printed, published, issued and disseminated any programme, recording, pamphlet, periodical, book, document or other work and to fix, make and receive fees, royalties and other charges therefore,
- 3 1 10 hold exhibitions, meetings, seminars, conferences, displays, courses and other activities either alone or with others and to fix, make and receive fees and other charges in respect of any such services,
- 3 1 11 provide advice as a consultancy, make grants and determine, pay or receive fees and other charges in respect of any service, goods or utilities,
- 3 1 12 purchase or otherwise acquire, lease or otherwise have the use of, sell or dispose of any interest or use of any tangible or intangible asset including without limitation equipment including computer hardware and software, furniture, fixtures, fittings and all other chattels and effects of every description and to apply for and maintain the registration of any patents, rights, copyrights, licences and the like,

- 3 1 13 issue appeals, hold meetings and take such other steps as may be required for or conducive to the purpose of applying for and procuring contributions to the funds of ICON EAST MIDLANDS,
- 3 1 14 support or undertake innovation in and commitment to the built environment and relevant information and communications technology based and traditionally based service delivery and products,
- 3 1 15 promote and disseminate knowledge of and by use of information and communications technology and by traditional means,
- 3 2 In furtherance of the Objects ICON EAST MIDLANDS shall work as a regional agency principally, but not exclusively, for and with,
  - 3 2 1 East Midlands Development Agency,
  - 3 2 2 West Northants Development Corporation,
  - 3 2 3 East Midlands Centre for constructing the Built Environment,
  - 3 2 4 universities,
  - 3 2 5 local authorities,
  - 3 2 6 other agencies and organisations in the public and charitable Sectors,
  - 3 2 7 government departments and agencies and any body promoted by one or more of them, and
  - 3 2 8 other persons and other organisations, including commercial concerns, as the directors of ICON EAST MIDLANDS shall from time to time approve or specify either specifically or more generally,
- 3 3 In furtherance of the Objects and to the extent and in such manner as the directors of ICON EAST MIDLANDS shall from time to time determine ICON EAST MIDLANDS shall promote,
  - 3 3 1 innovation, sustainability, efficiency, utility, visual amenity, good design and effective functional delivery in the built environment including without limitation construction, communications, transport, reuse and recycling of waste and the production of and effective use of energy,

- 3 3 2 conservation of natural resources, respect for and nurture of the environment, the wellbeing of people, flora and fauna and economic endeavours and outcomes that are effective, appropriate and beneficial, and
- 3 3 3 greater awareness of the built environment, of desirable innovations within it and how best to research, develop and implement these
- 4 In furtherance of the Objects but not otherwise ICON EAST MIDLANDS may exercise the following powers
  - 4 1 to issue bills, cheques and other instruments and to operate bank accounts in the name of ICON EAST MIDLANDS,
  - 4 2 to raise funds, enter into grant agreements, to invite and receive contributions and to receive gifts subject to special trusts within the Objects, without prejudice to ICON EAST MIDLANDS having the right to refuse as it sees fit any grant, gift, contribution, legacy or bequest and provided that in raising funds by way of gift ICON EAST MIDLANDS shall conform to any relevant statutory regulations,
  - 4 3 to acquire, alter, improve, occupy, lease, licence the use of and (subject to such consents as may be required by law) to change or otherwise dispose of land and other property, and to borrow money whether upon security or otherwise,
  - 4 4 to invest any moneys not for the time being required for ICON EAST MIDLANDS's general purposes or with a view to meeting long term commitments or requirements and to hold (either in nominee names or otherwise) sell or otherwise deal in such investments (either under discretionary investment management arrangements or otherwise) and generally to do all things which are in ICON EAST MIDLANDS's best interests or which are calculated directly or indirectly to protect, enhance the value of, or use most efficiently ICON EAST MIDLANDS's assets or resources,
  - 4 5 subject to clause 6 of this Memorandum and the Articles of Association of ICON EAST MIDLANDS to accept, agree or contract for goods, utilities, services, service, assistance or contributions of any person or organisation

upon such terms as ICON EAST MIDLANDS may see fit including the provisions of remuneration, indemnities, reimbursement of expenses, insurance and reasonable working conditions, and to provide reasonable terms of employment including benefits for past employees and the dependants of employees,

- 4 6 to pay out of the funds of ICON EAST MIDLANDS the cost of any premium in respect of insurance or indemnities to cover the liability of the directors, officers, employees, secondees or auditors of ICON EAST MIDLANDS (or any of them) which by virtue of any rule of law would otherwise attach to them or any of them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to ICON EAST MIDLANDS, provided that any such insurance shall not provide cover for any director of ICON EAST MIDLANDS against any claim arising from any act or omission which that director knew was a breach of trust or fiduciary duty or which was committed by that director in reckless disregard of whether it was a breach of trust or not,
- 4 7 to establish or support by any means including the making of grants or loans to any trusts, associations, corporations or institutions formed for all or any of the Objects,
- 4 8 to co-operate with universities and university colleges, other educational establishments, charities, voluntary bodies, statutory authorities and other persons and associations operating in furtherance of the Objects or any of them or similar charitable purposes and to assist them and exchange information and advice with them,
- 4 9 to pay and reimburse out of the funds of ICON EAST MIDLANDS the costs, charges and expenses of and incidental to the formation and registration of ICON EAST MIDLANDS,
- 4 10 to make charges, including nominal or no charges, in respect of any of the activities of the ICON EAST MIDLANDS,
- 4 11 to subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation and enter into contacts or grant agreements with same, and

- 4 12 to do all such other lawful things as are necessary, desirable or convenient for the furtherance or achievement of the Objects or any of them
- 5 The income and property of ICON EAST MIDLANDS 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, other distribution, bonus or otherwise by way of profit, to members of ICON EAST MIDLANDS, and no director of ICON EAST MIDLANDS shall be appointed to any office of ICON EAST MIDLANDS paid by salary or fees or receive any remuneration or other benefit in money or money's worth from ICON EAST MIDLANDS save that nothing in this document shall prevent any payment in good faith by ICON EAST MIDLANDS
- 5 1 Payment of commensurate remuneration and provision of sufficient benefits to any chief executive or chair of the directors if and to the extent there is any necessary prior written approval of the Charity Commission, 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 their appointment or remuneration, is under discussion,
- 5 2 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 business partner of any director, when instructed by ICON EAST MIDLANDS 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 their appointment or remuneration or that of their business partner, is under discussion,
- 5 3 of reasonable and proper remuneration for any services rendered to ICON EAST MIDLANDS by any officer or servant of ICON EAST MIDLANDS or individual seconded to ICON EAST MIDLANDS by a member who is not a director of ICON EAST MIDLANDS,
- 5 4 of interest on money lent by any member or director of ICON EAST MIDLANDS at a reasonable and proper rate per annum not exceeding a figure less than the published base lending rate of a clearing bank both to be selected unanimously by the members,



- 5 5 of fees, remuneration or other benefit in money or money's worth to either any company, other corporation, partnership, other person or association of which a director or office holder or employee of a member, officer or employee provided that such membership, office or employment is disclosed to ICON EAST MIDLANDS, the relevant contractual terms are fully disclosed to the members and the members unanimously agree, either as a matter of general policy or in any specific case, subject to such terms as they may from time to time require,
- 5 6 of reasonable and proper rent for premises demised or let by any member or director of ICON EAST MIDLANDS,
- 5 7 of reasonable and proper premiums in respect of indemnity insurance,
- 5 8 to any director of reasonable out of pocket expenses
- 6 The liability of the members of ICON EAST MIDLANDS is limited
- 6 1 Every member of ICON EAST MIDLANDS undertakes to that it or some other person shall or has agreed to contribute such amount or thing as may be required (to a value not exceeding £1) to ICON EAST MIDLANDS's assets if it should be wound up whilst a member or within one year after ceasing to be a member, for payment of ICON EAST MIDLANDS's debts and liabilities contracted before cessation of membership and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves
- 6 2 If ICON EAST MIDLANDS 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 ICON EAST MIDLANDS, but shall be given or transferred to some person or persons, having objects similar to or which encompass the Objects and which prohibit the distribution of assets and income and is or are by law prohibited from such distributions to an extent at least as great as imposed on ICON EAST MIDLANDS by this memorandum of association, chosen by the members of ICON EAST MIDLANDS at or before the time of dissolution and if that cannot be done then to some other object of public benefit

6 3 Subject to any consent of the Charity Commission required by law, this memorandum of association and the articles of association of ICON EAST MIDLANDS shall not be altered or varied, save where the members determine that an alteration or variation shall be made pursuant to a resolution by them at a general meeting at which at least two thirds of the members are present or in writing and where at least a half of the members are in favour No business shall be undertaken by ICON EAST MIDLANDS other than in the furtherance of the Objects and ICON EAST MIDLANDS shall neither borrow moneys nor enter into commitments in excess of the funds or realisable asset value, which ICON EAST MIDLANDS has to repay such moneys or meet such commitments

6 4 ICON EAST MIDLANDS shall not guarantee the liabilities of or indemnify any person save as provided for specifically by this memorandum of association or by the articles of association of ICON EAST MIDLANDS and then only to the extent necessary to enable proper furtherance of the Objects

We, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum

---

**NAME AND ADDRESS OF SUBSCRIBER**

---


Signed <sup>For and on behalf of</sup>  
IMCO DIRECTOR LIMITED  
*Sir Gordon*  
Director/Secretary

[NAME] IMCO DIRECTOR LIMITED  
21 QUEEN STREET, LEEDS, LS1 2TW

Name

Witness

Signature



Name

CHINYERE EZUMA

Address

C/O 21 QUEEN STREET, LEEDS, LS1 2TW

Occupation

SOLICITOR

Dated

29 JANUARY 2008

**THE COMPANIES ACTS 1985, 1989 and 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ICON EAST MIDLANDS**  
**COMPANY NUMBER [    ]**

1

1 1 In these Articles

**"ICON EAST MIDLANDS"** means the company intended to be regulated by these Articles,

**"Advisory Group"** means an advisory group established under Article 19 of these Articles,

**"Act"** means the Companies Acts 1985 and 1989 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,

**"Articles"** means these Articles of Association of ICON EAST MIDLANDS,

**"Associate"** means a person admitted as an Associate in accordance with these Articles,

**"Clear Days"** means in relation to the period of a notice means the 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,

**"Council"** means a local authority within the meaning of the Housing and Local Government Act 1989 and Section 212 Local Government and Public Involvement in Health Act 2007,

**"Director"** means a director of ICON EAST MIDLANDS,

**"Executed"** includes any mode of execution,

**"Local Authority Associate"** means any person associated with a local authority for the purposes of Section 69 of the Local Government and Housing Act 1989 and any regulations and orders made thereunder,

**"Member"** means a member of ICON EAST MIDLANDS admitted to membership in accordance with these Articles,

**"Memorandum"** means the Memorandum of Association of ICON EAST MIDLANDS,

**"Objects"** means the objects from time to time of ICON EAST MIDLANDS in accordance with Clause 3 of the Memorandum,

**"Office"** means the registered office of ICON EAST MIDLANDS,

**"Public Body"** means a person that is a public body under the Local Authorities (Goods and Services) Act 1970,

**"Seal"** means the common seal of ICON EAST MIDLANDS if it has one,

**"Secretary"** means the secretary of ICON EAST MIDLANDS or any other person appointed to perform the duties of the secretary of ICON EAST MIDLANDS, including joint assistant or deputy secretary,

**"Subscriber"** means the subscriber to the Memorandum,

**"United Kingdom"** means Great Britain and Northern Ireland

1 2 Unless the context otherwise requires

words importing any gender only shall include all genders, and

references to persons shall include corporations whatever their mode and place of incorporation

1 3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context otherwise requires, bear the same meaning as in the Act

## **Members and Associates**

2

- 2 1 The Subscriber and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 51 shall be Members of ICON EAST MIDLANDS. No person shall be admitted a Member of ICON EAST MIDLANDS unless their application for membership is approved by all the Members and save that for the first six months after the incorporation of ICON EAST MIDLANDS a person or organisation shall be admitted if the Subscriber shall so require at a time when the subscriber is a Member.
- 2 2 Unless the Members in general meeting shall make other provision under Article 51, the Directors may in their absolute discretion permit any Member of ICON EAST MIDLANDS to retire, provided that after such retirement the number of Members is not less than one.
- 2 3 No person or organisation shall be admitted to be or continue to be a Member at any time when a Member appointed pursuant to a requisition by the Subscriber objects to that person or organisation being admitted as or remaining as a Member.
- 2 4 A person or organisation may appoint or accept that an individual shall be a Member on their behalf so that such an individual shall guarantee ICON EAST MIDLANDS as required by the Memorandum and vote as their duly authorised representative at any general meeting.
- 2 5 Persons or organisations shall be admitted as Associates in accordance with rules made under Article 51. No person shall be admitted an Associate of ICON EAST MIDLANDS unless their application for being an Associate is approved by all the Members and save that for the first six months after the incorporation of ICON EAST MIDLANDS a person or organisation shall be admitted if the Subscriber shall so require at a time when the subscriber is a Member. Neither an Associate nor their duly appointed representative shall be a Director or Member.
- 2 6 No Local Authority or Local Authority Associate shall become or remain a Member if on admittance to or on continuation of Membership either,

2 6 1 all the Members that are Local Authorities or Local Authority Associates would be or are or have become 20% or more of the Members, or

2 6 2 if a Local Authority or Local Authorities or one or more Local Authority Associates became or continued to be a Member or Members then ICON EAST MIDLANDS would be or is "connected" for the purposes of Section 212 or 213 Local Government and Public Involvement in Health Act 2007 and ICON EAST MIDLANDS would not be or need not be connected in the absence of relevant Memberships,

and where a Member cannot remain in Membership pursuant to this Article a more recently admitted such Member shall cease to be a Member before a Member appointed less recently unless the Members that are not Local Authorities or Local Authority Associates unanimously resolve otherwise

### **General Meetings**

3 ICON EAST MIDLANDS shall not hold an annual general meeting in any year unless the Members so decide in general meeting Any annual general meeting shall be held at such times and places as the Directors shall appoint

4 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall comply with their obligations under the Act to proceed to convene a general meeting for a date which is in any case not later than seven weeks after receipt of the requisition If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of ICON EAST MIDLANDS may call a general meeting

### **Notice of General Meeting**

5 All general meetings shall be called by at least 14 clear days notice but a general meeting may be called by shorter notice if it is so agreed

5 1 in the case of an annual general meeting, by all the Members entitled to attend and vote, and

- 5.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 90 per cent of the total voting rights at the meeting of all the Members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

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

- 6 The accidental omission to give notice of a meeting to or the non receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings at that meeting

### **Proceedings at General Meetings**

- 7 No business shall be transacted at any meeting unless a quorum is present each being a Member or a duly authorised representative of a Member. A half of the persons entitled to attend and vote upon the business to be transacted shall constitute a quorum (provided that where such number is not a whole number, then the number shall be rounded down to the next whole number)
- 8 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine
- 9 A Member or the duly appointed representative of a Member chosen by the Members or their representatives to be the chair of the meeting shall preside as chair of the meeting, but if that chair is not present within 15 minutes after the time appointed for holding the meeting, the Members present shall elect one of their number to be chair
- 10 Directors shall attend meetings of ICON EAST MIDLANDS at the direction of the Members and as the Members shall decide from time to time
- 11 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting,) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other



than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 12 A resolution put to the vote of a meeting shall be decided on a show of hands.
- 13 In the case of an equality of votes, the chair shall not be entitled to a casting vote in addition to any other vote that the chair may have.
- 14 A declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

#### **Votes of Members**

- 15 Subject to Article 13 and any unanimous decision of the Members in general meeting, every Member shall have one vote and Article 51 shall not entitle the Directors to provide for Members having voting rights on any other basis.
- 16 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.
- 17 A vote given by the duly authorised representative of a member person or organisation shall be valid notwithstanding the previous termination of the authority of the person voting unless notice of the termination was received by ICON EAST MIDLANDS at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given.
- 18 Subject to and in addition to Article 2 any person or organisation which is a Member may by resolution of its council, board, duly empowered committee or governing body authorise such natural person as it thinks fit to act as its duly authorised representative at any meeting of ICON EAST MIDLANDS, and the person so

authorised shall be entitled to exercise the same powers (including for the avoidance of doubt, voting on a show of hands) on behalf of the person or organisation which that individual represents that such organisation could exercise if it were an individual member of ICON EAST MIDLANDS

### **Advisory Groups**

#### **Appointment, Retirement and Expenses of Associates and Advisory Groups**

19

- 19 1 Subject to these Articles the Directors may appoint from time to time such persons as they deem appropriate to be members of an Advisory Group
- 19 2 The Members may appoint persons who are willing to act to an Advisory Group
- 19 3 A natural person, other person or organisation that is or is the duly appointed representative of a member of an Advisory Group shall not be a Director of ICON EAST MIDLANDS, may be paid reasonable expenses in a like manner to a Director and if that person is an employee or secondee may receive reasonable and proper remuneration for services rendered pursuant to the Memorandum
- 19 4 The Associates shall be an Advisory Group and each Associate shall be represented on that Advisory Group by a natural person duly notified to ICON EAST MIDLANDS

### **Proceedings of Advisory Groups**

20

- 20 1 The members of an Advisory Group may regulate their proceedings as they think fit, save that the Advisory Group shall not have or exercise any management, directory or fiduciary responsibility in relation to ICON EAST MIDLANDS
- 20 2 The Advisory Group comprising the Associates shall act as a principal and authoritative forum for facilitating ICON EAST MIDLANDS's work in relation

to the understanding of the various business, practical, presentational, professional, technical, educational, ethical, aesthetic, regulatory and environmental issues arising out of furtherance or fulfilment of the Objects

### **Directors**

- 21 The number of Directors shall be not less than one but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 22 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles Future Directors shall be appointed as provided subsequently in these Articles

### **Powers of Directors**

- 23 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of ICON EAST MIDLANDS shall be managed by the Directors who may exercise all the powers of ICON EAST MIDLANDS No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors
- 24 In addition to all powers hereby expressly conferred by them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely
- 24 1 to expend the funds of ICON EAST MIDLANDS in such manner as they shall consider most beneficial for the furtherance or achievement of the Objects and to invest in the name of ICON EAST MIDLANDS such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of ICON EAST MIDLANDS and to take and act on such advice as may seem to them appropriate in all the circumstances from time to time,

24 2 to enter into agreements with providers of funds and other resources to  
ICON EAST MIDLANDS concerning how ICON EAST MIDLANDS's funds  
and other assets or any part of them shall be accounted for and utilised,

24 3 to enter into contracts or grant funding agreements on behalf of ICON EAST  
MIDLANDS

### **Appointment and Retirement of Directors**

25 No individual may be appointed as or remain as a Director unless

25 1 that individual has attained the age of 18 years, and

25 2 any proposed Director would not as a Director have been disqualified under  
the provisions of Article 28,

25 3 the proposed Director is nominated by a Member of ICON EAST MIDLANDS  
and at such time there is no other serving Director appointed by such  
Member

26 Subject to Article 25, ICON EAST MIDLANDS may by ordinary resolution appoint an  
individual who is willing to act to be a Director to fill a vacancy

27 The Directors shall not be liable to retire by rotation

### **Disqualification and Removal of Directors**

28 A Director shall be a natural person and shall cease to hold office and a proposed  
Director shall not be appointed if that person

28 1 ceases to be Director by virtue of any provision in the Act, is otherwise  
prohibited by law from being a Director or is disqualified from acting as a  
charity trustee by virtue of section 72 of the Charities Act 1993 (or any  
statutory re-enactment or modification of that provision), or,

28 2 becomes bankrupt or insolvent or makes any arrangement or composition  
with his creditors generally,

28 3 becomes incapable by reason of mental disorder, illness or injury or legal  
impediment of managing and administering that person's own affairs,

- 28 4 resigns the office of director by notice to ICON EAST MIDLANDS (but only if at least one Director will remain in office when the notice of registration is to take effect),
- 28 5 is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that that person's office be vacated,
- 28 6 is or becomes a Local Authority Associate if on appointment as or on continuation of their Directorship they and all the other Directors that are or would be Local Authority Associates are 20% or more of the Directors and such that a more recently admitted such Director shall cease to be a Director before a Director appointed less recently unless the Directors shall determine otherwise,
- 28 7 would be, is or becomes a "qualifying person" as a Director or to any extent consequent on their Directorship ICON EAST MIDLANDS becomes "connected" with a Local Authority for the purposes of Section 212 or 213 Local Government and Public Involvement in Health Act 2007, or
- 28 8 the Member that has nominated that Director ceases to be a Member forthwith on that cessation

#### **Directors Remuneration and Expenses**

- 29 The Directors shall not be paid any remuneration, expenses or other payments or given any benefits or perquisites by ICON EAST MIDLANDS save as permitted by the Memorandum and shall otherwise account to ICON EAST MIDLANDS for any money or other benefits that they receive from any person in respect of or in connection with ICON EAST MIDLANDS's business save to the extent that such moneys and benefits are received from their principal employments, partnerships, offices or businesses

#### **Directors' Appointments**

- 30 Subject to the provisions of the Act and the Memorandum, the Directors may appoint one or more of their number to the office of chair of the Directors, chief executive or to any other executive office under ICON EAST MIDLANDS Any such appointment

may be made upon such terms as the Directors determine subject to the provisions of the Memorandum. Any appointment of a Director to an executive office or as their chair shall terminate if and when that Director ceases to be a Director.

- 31 Except to the extent permitted by the Memorandum, no Director shall take or hold any interest in property belonging to ICON EAST MIDLANDS or receive remuneration or be interested otherwise than as a Director in any other contract to which ICON EAST MIDLANDS is a party.

### **Proceedings of Directors**

- 32 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.

32 1 The quorum for the transaction of the business of the Directors shall be a half of their number (provided that where such number is not a whole number, then the number shall be rounded down to the next whole number) present or deemed present.

32 2 Each Director shall have one vote and the chair shall not have a casting vote.

32 3 For the purposes of these Articles, a Director shall be deemed to be present at any meeting of the Directors if that Director is able to hear and understand all of the proceedings of the meeting and be able to be heard and understood by all those present by way of a telephone or other suitable means of communication and such Director indicates their willingness to proceed on that basis. A meeting where those present or deemed to be present are in different locations shall unless the Directors determine otherwise be deemed to be 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.

- 33 The Directors may act notwithstanding any vacancies in their number, but, if the number of Directors is less than three then the continuing Directors or Director may act only for the purpose of filling vacancies or a calling a general meeting.

34 The Directors may appoint one of their number to be the chair of their meeting and may at any time remove that Director from that office Unless the chair is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which the chair is present but if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors may appoint one of their number to be chair of the meeting

35

35 1 The Directors may appoint one or more sub-committees consisting of two or more Directors for the purposes of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of each such sub-committee shall be fully and promptly reported to the Directors

35 2 The Directors may also appoint persons or committees (comprised of Directors or other persons as the Directors see fit) to fulfil advisory, administrative or management roles

35 3 No person shall be appointed to a committee or committees or sub-committees shall be appointed other than pursuant to Articles 35 1 or 35 2

### **Resolutions**

36 All acts done by a meeting of Directors, or of a committee of Directors or Members shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Directors or Members or that any of them were disqualified from being a Member, from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or Member and had been entitled to vote

37 A resolution in writing, signed digitally or by hand by a majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, and a resolution in writing, signed digitally or by hand by that proportion of all the Members specified by the Act as necessary to give effect to the resolution having regard to the nature and content of the resolution, shall be as valid and effective as if

it had been passed at a meeting of Members or (as the case may be) a committee of Directors or Members duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors or by or on behalf of one or more of the Members.

### **Bank Accounts**

- 38 Any bank account in which any part of the assets of ICON EAST MIDLANDS is deposited shall be operated in accordance with the instructions of the Directors and shall indicate the name of ICON EAST MIDLANDS and its charitable status. All cheques and orders for payment of money shall be signed by at least two Directors or by two persons authorised as signatories by the Directors subject to such limitations and terms as they shall direct.

### **Patrons**

- 39 The Councils may nominate and the Directors may appoint nominated patrons (by whatever title or description referred to) who shall hold office on such terms and undertake such functions as the Members shall from time to time determine.

### **Secretary**

- 40 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Secretary shall be entitled to attend all the meetings of the Members of the Directors and of the Advisory Group.

### **Minutes**

- 41 The Directors shall keep minutes in books kept for the purpose
- 41 1 of all appointments of officers made by the Directors,
- 41 2 of all proceedings at meetings of ICON EAST MIDLANDS and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.



### **The Seal**

- 42 The seal, if there is one, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. 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.

### **Accounts**

- 43 Accounts shall be prepared in accordance with the requirements of the Act and relevant statute and regulation and recommended and relevant practice guides as may apply from time to time.

### **Charitable Trusts**

- 44 The Directors shall comply with their obligations under the Charities Act 1993, the Charities Act 2006, the Law of Property Act 1925, the Settled Land Act 1925, the Trustee Acts 1925 and 2000 and other relevant legislation and law in respect of the administration of any charitable trusts for which ICON EAST MIDLANDS may have fiduciary or other responsibilities.

### **Annual Return**

- 45 The Directors shall comply with their obligations under the Act (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to Company's House.

### **Notice**

- 46 Any notice to be given to or by any person pursuant to the Articles shall be in writing including by digital means.
- 47 ICON EAST MIDLANDS may give any notice to a Member or Director either personally or by sending it by post in a prepaid envelope addressed to the Member or Director at the address that they have notified ICON EAST MIDLANDS of in writing or their registered address or by leaving it at either address or by email, receipt of which is acknowledged. A Member or Director whose address or registered address is not within the United Kingdom and who gives to ICON EAST

MIDLANDS an address within the United Kingdom at which notices may be given to that Member or Director shall be entitled to have notices given to that Member or Director at that address, but otherwise no such Member or Director shall be entitled to receive any notice from ICON EAST MIDLANDS

48 A Member present in person at any meeting of ICON EAST MIDLANDS or a Director present at any meeting of the Directors shall be deemed to have received notice at the meeting and, where necessary, of the purposes for which it was called

49 Proof that the envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of three clear days after the envelope containing it was posted Proof that an email was properly addressed and posted and that its receipt was acknowledged shall be conclusive evidence that the notice was given at the date and time of acknowledgement

### **Indemnity**

50

50 1 Subject to the provisions of the Act every Director or other officer or auditor of ICON EAST MIDLANDS shall be indemnified out of the assets of ICON EAST MIDLANDS against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of ICON EAST MIDLANDS

50 2 The Directors shall have power to resolve pursuant to the Memorandum to effect indemnity insurance notwithstanding their interest in any such policy

### **Rules**

51

51 1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of ICON EAST MIDLANDS and for the purpose of prescribing

classes of and conditions of Members and Associates, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

51 1 1 the admission and classification of Members (including the admission of organisations to membership) and the rights and privileges of such Members including whether they shall be entitled to attend or vote at meetings of ICON EAST MIDLANDS and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscription and other fees or payments to be made by Members,

51 1 2 the admission of Associates and the rights and privileges of such Associates,

51 1 3 the conduct of Members and Associates in relation to one another, and to ICON EAST MIDLANDS's servants,

51 1 4 the setting aside of the whole or any part or parts of ICON EAST MIDLANDS's premises at any particular time or times or for any particular purpose or purposes,

51 1 5 the procedure at general meetings and meetings of the Directors and committees of the Directors, for written resolutions and of Advisory Groups or other persons in so far as such procedure is not regulated by the Articles,

51 1 6 generally, all such matters as are commonly the subject matter of company rules

51 2 ICON EAST MIDLANDS 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 ICON EAST MIDLANDS all such rules or bye laws, which shall be binding on all Members and Associates of ICON EAST MIDLANDS provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles

## **Investment Managers**

- 52 The Directors may arrange that the investments and properties belonging to ICON EAST MIDLANDS shall at any time be kept under review by one or more investment managers (meaning a firm or company carrying on the business of Stockbrokers, Merchant Bankers, Finance Houses and Issuing Houses and which is authorised to carry on investment business under the Financial Services Act 1986) or estate managers or property professionals as appropriate to the circumstances who shall be instructed and undertake to inform the Directors promptly about any changes which may appear to such manager or managers to be desirable in the interests of ICON EAST MIDLANDS
- 53 In respect of the said investments and properties the Directors may delegate to the aforementioned investment or estate manager or managers the power at the discretion of the manager or managers to sell or purchase investments or manage (but not purchase or sell properties) the properties on behalf of the Directors (either in the name of the Directors or in the names of any nominee or nominees authorised by the Directors) provided as follows
- 53 1 such power to sell or purchase if delegated to such manager or managers shall only be exercisable within clear policy guidelines laid down in advance by the Directors and shall not exceed or in any way infringe the powers of investment applicable to ICON EAST MIDLANDS or breach the laws relating to charities' interests in land or investments,
- 53 2 every sale or purchase carried out at the discretion of such manager or managers in exercise of such power to sell or purchase (if so delegated) shall be reported to the Directors within fourteen days,
- 53 3 such manager or managers shall report generally at regular intervals or no longer than six calendar months to the Directors upon the current state, past performance and future prospects of the said investments,
- 53 4 the Directors shall be entitled at any time and upon reasonable notice to review, revoke or alter any such delegation or the terms thereof notwithstanding that the period of such delegation has not expired (but without prejudice to acts or events prior to the revocation or alternation),

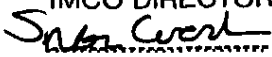
53 5 the Directors shall be bound to review any such delegation and the terms thereof at least once in every twelve months but no such delegation shall be invalidated by any failure of the Directors to undertake any review within the said period of twelve calendar months

53 6 the Directors may pay to the investment or property manager or managers such reasonable and proper remuneration for acting as such delegates or for advising the Directors as the Directors shall from time to time think proper

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**NAME AND ADDRESS OF SUBSCRIBER**

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Signed  For and on behalf of  
IMCO DIRECTOR LIMITED  
Director/Secretary

Name IMCO DIRECTOR LIMITED  
of 21 QUEEN STREET, LEEDS, LS1 2TW

(Address of Subscriber)

Witness Signature

Name

Address

Occupation



CHINYERE EZUMA

40 21 QUEEN STREET, LEEDS, LS1 2TW

SOLICITOR