

Company Number
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
ICON EAST MIDLANDS (the "Company")

Circulation Date ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

That the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006

AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution

Signature



For and on behalf of The University of Northampton

Date

17 May 2013



NOTES

If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by post or by hand by delivering the signed and dated Resolution to Icon East Midlands, University of Northampton Park Campus, Boughton Green Road, Northampton, Northamptonshire, NN2 7AL

- 1 marked "For the attention of the Company Secretary"
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement
- 3 If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 5 When agreement to the Resolution has been received from members representing more than 75% of the total voting rights, it will be deemed passed Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

ICON EAST MIDLANDS (the "Company")

Company Number 06488678

Minutes of a meeting of the directors of the Company held

at office of Finance, Park campus, University of Northampton
on 17 May 2013
at 9 am/pm

PRESENT: Mark Hall Chairman
Prof Simon Denny
Chris Moore

1 PRELIMINARIES

1 1 It was confirmed that due notice of the meeting had been given to all directors entitled to attend and that there was a quorum present

1 2 It was **RESOLVED** that Mark Hall should be Chairman of the meeting

2 BUSINESS OF THE MEETING

2 1 It was reported that the meeting had been called for the purpose of circulating a written special resolution to the Members of the Company proposing the adoption of new articles of association of the Company (the "**New Articles**")

3 DECLARATIONS OF INTEREST

3 1 Each director present confirmed that they had no direct or indirect interest in any way in the proposed transaction to be considered at the meeting which they were required by section 177 of the Companies Act 2006 (the "**Act**") or the Company's articles of association to disclose

4 MEMBERS' WRITTEN RESOLUTION

4 1 Following consideration by the directors of

4 1 1 the form of written special resolution of the members of the Company proposed pursuant to section 288(3)(a) Companies Act 2006 for the purpose of approving the adoption of the New Articles and presented to the meeting ("**Members' Written Resolution**"),

4 1 2 the form of the New Articles presented to the meeting, and

4 1 3 their duties under the Companies Act 2006 (the "**Act**"), including consideration of the matters referred to in section 172(1) of the Act,

it was **RESOLVED** that the approval of the Members' Written Resolution would be most likely to promote the success of the Company for the benefit of its members as a whole

- 4 2 It was therefore **RESOLVED** that the Members' Written Resolution be approved and sent to all eligible members of the Company

5 FILING OF DOCUMENTS

- 5 1 Subject to the Members' Written Resolution being passed, the Secretary is instructed to arrange for the filing of

5 1 1 a print of the Members' Written Resolution,

5 1 2 the New Articles, and

5 1 3 form CC04

with the Registrar of Companies

6 OTHER BUSINESS

- 6 1 There being no further business the meeting then ended



Chairman



30/01/15 #347
COMPANIES HOUSE

PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE

Company Number 06488678

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

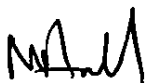
ICON EAST MIDLANDS (the "Company")

passed on 17 May 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company

SPECIAL RESOLUTION

That the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006



Director

DATED

2013

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

ICON EAST MIDLANDS

Company Number. 06488678

SH^{CO}SMITHS

Witan Gate House
500-600 Witan Gate West
Milton Keynes
MK9 1SH
Tel 03700 868300
Fax 03700 868301

Ref KG / 039369 163

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
ICON EAST MIDLANDS
COMPANY NO 06488678

Adopted by special resolution passed on

2013

1 PRELIMINARY

- 1 1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the "**Model Articles**") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "**Articles**")
- 1 2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force
- 1 3 Model Articles 2, 9(2), 14, 18(d) and (e), 19(5), 22(1) and 30(4) do not apply to the Company
- 1 4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles
- 1 5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa

2 DEFINED TERMS

- 2 1 Model Article 1 shall be varied by the inclusion of the following definitions
- 2 2 "**Appointor**" has the meaning given in Article 9 1,
- 2 3 "**East Midlands Centre for constructing the Built Environment**" means East Midlands Centre for constructing the Built Environment, a company limited by guarantee (company number 05532966) whose registered office is Charnwood Building, Holywell Park, Ashby Road, Loughborough, Leicestershire LE11 3AQ or any of its successors or assigns,
- 2 4 "**Secretary**" means the secretary of the Company, if any, appointed in accordance with Article 8 1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,
- 2 5 "**Working Day**" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered, and

- 2 6 **"West Northamptonshire"** means the geographical area comprising Northampton, Daventry and Towcester

3 **OBJECTS**

- 3 1 The Company's objects (the **"Objects"**) are to benefit in a wholly charitable manner people that live or work within West Northamptonshire by

3 1 1 undertaking, commissioning and supporting research including innovation in areas of science, engineering, information technology, management, economics, sustainability, the environment and its aesthetics associated with the built and wider environment, including its processes and artefacts,

3 1 2 promoting education and community benefit, in all such matters, and

3 1 3 being a catalyst for collecting, collating and publishing useful information, ideas, and data relating to such matters

- 3 2 In furtherance of the Objects and to the extent the directors of the Company shall from time to time determine the Company may

3 2 1 promote and encourage the achievement and maintenance of high standards by organisations and individuals in the environments they create and maintain,

3 2 2 provide expert advice and assistance,

3 2 3 promote and encourage the exchange of knowledge, information and services,

3 2 4 promote cost effective and sustainable environmental and economic wellbeing,

3 2 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 the Company may be of assistance in the furtherance of the Objects,

3 2 6 provide, and otherwise foster support and assist, educational services,

3 2 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 the Company may be of benefit in furtherance of the Objects,

3 2 8 foster, support and assist in relevant strategic development at national, regional or local level,

3 2 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 or other charges therefore,

3 2 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 2 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 2 12 purchase or otherwise acquire, lease or otherwise have the use of, sell or dispose of any interest or use 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 2 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 the Company,
- 3 2 14 support or undertake innovation in and commitment to the built environment and relevant information and communications technology based and traditionally based service delivery products,
- 3 2 15 promote and disseminate knowledge of and by use of information and communications technology and by traditional means,
- 3 3 In furtherance of the Objects the Company shall work as a regional agency principally, but not exclusively, for and with
 - 3 3 1 East Midlands Centre for constructing the Built Environment,
 - 3 3 2 universities,
 - 3 3 3 local authorities,
 - 3 3 4 other agencies and organisations in the public and charitable Sectors,
 - 3 3 5 government departments and agencies and any body promoted by one or more of them,
 - 3 3 6 other persons and other organisations, including commercial concerns, as the directors of the Company shall from time to time approve or specify either specifically or more generally
- 3 4 In furtherance of the Objects and to the extent and in such manner as the directors of the Company shall from time to time determine, the Company shall promote
 - 3 4 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 4 2 conservation of natural resources, respect of 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 4 3 greater awareness of the built environment, of desirable innovations within it and how best to research, develop and implement these

4 LIABILITY OF MEMBERS

- 4 1 The liability of each member is limited to, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for -

4 1 1 payment of the Company's debts and liabilities contracted before he ceases to be a member,

4 1 2 payment of the costs, charges and expenses of winding up, and

4 1 3 adjustment of the rights of the contributories among themselves

5 PROCEEDINGS OF DIRECTORS

5 1 Subject to Article 5 2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes

5 2 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes

5 3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office -

5 3 1 may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,

5 3 2 may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested, and

5 3 3 is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest

6 UNANIMOUS DECISIONS

6 1 Model Article 8(2) is amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place Model Article 8(2) shall be read accordingly

7 TERMINATION OF DIRECTOR'S APPOINTMENT

7 1 In addition to the events terminating a director's appointment set out in Model Articles 18(a) to (c) inclusive and (f), a person ceases to be a director as soon as -

7 1 1 that person is, or may be suffering from mental disorder and either -

a) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom, or

b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his

detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have, or

7 1 2 that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office

8 SECRETARY

8 1 The directors may appoint a Secretary to the Company for such period, for such remuneration and upon such conditions as they think fit, and any Secretary so appointed by the directors may be removed by them

9 ALTERNATE DIRECTORS

9 1 Any director (the "**Appointor**") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to -

9 1 1 exercise that director's powers, and

9 1 2 carry out that director's responsibilities,

9 1 3 in relation to the taking of decisions by the directors in the absence of the alternate's Appointor

9 2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the Appointor, or in any other manner approved by the directors. The notice must -

9 2 1 identify the proposed alternate, and

9 2 2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his Appointor

9 3 An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's Appointor

9 4 Except as these Articles specify otherwise, alternate directors -

9 4 1 are deemed for all purposes to be directors,

9 4 2 are liable for their own acts or omissions,

9 4 3 are subject to the same restrictions as their Appointors, and

9 4 4 are not deemed to be agents of or for their Appointors

9 5 A person who is an alternate director but not a director -

9 5 1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's Appointor is not participating), and

9 5 2 may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's Appointor has not signed or otherwise signified his agreement to such written resolution)

- 9 6 No alternate may be counted as more than one director for such purposes
- 9 7 An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's Appointor as the Appointor may direct by notice in writing made to the Company
- 9 8 Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors"
- 9 9 An alternate director's appointment as an alternate terminates -
- 9 9 1 when his Appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,
- 9 9 2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's Appointor would result in the termination of the Appointor's office as director,
- 9 9 3 on the death of his Appointor, or
- 9 9 4 when his Appointor's appointment as a director terminates
- 10 TERMINATION OF MEMBERSHIP**
- 10 1 A member may withdraw from membership of the Company by giving notice to the Company in writing, and upon receipt by the Company of such notice, that member's membership is terminated immediately
- 11 WRITTEN RESOLUTION OF MEMBERS**
- 11 1 Subject to Article 11 2, a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company
- 11 2 The following may not be passed as a written resolution and may only be passed at a general meeting -
- 11 2 1 a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office, and
- 11 2 2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office
- 11 3 On a written resolution every member has one vote
- 12 NOTICE OF GENERAL MEETINGS**
- 12 1 Every notice convening a general meeting of the Company must comply with the provisions of -
- 12 1 1 section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and
- 12 1 2 section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies

- 12 2 Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

13 QUORUM AT GENERAL MEETINGS

- 13 1 If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum
- 13 2 If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum
- 13 3 Model Article 27(1) is modified by the addition of a second sentence as follows -

13 3 1 "If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved "

14 VOTING AT GENERAL MEETINGS

- 14 1 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote
- 14 2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs

15 DELIVERY OF PROXY VOTES

- 15 1 Model Article 31(1) is modified, such that a "proxy notice" (as defined in Model Article 31(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote, and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

16 COMMUNICATIONS

- 16 1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website
- 16 2 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company
- 16 3 If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting

16 4 If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied

16 5 If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website

16 6 For the purposes of this Article 16, no account shall be taken of any part of a day that is not a Working Day

17 COMPANY SEALS

17 1 Model Article 35(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors

17 2 Model Article 35(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by -

17 2 1 one authorised person in the presence of a witness who attests the signature, or

17 2 2 two authorised persons"

18 RULES

18 1 The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating -

18 1 1 the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,

18 1 2 the conduct of members of the Company in relation to one another, and to the Company's officers and employees,

18 1 3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

18 1 4 the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles), and

18 1 5 any and all other matters as are commonly the subject matter of Company rules

18 2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article

18 3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force

- 18.4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article
- 18.5 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies