

**WRITTEN RESOLUTION**  
**OF**  
**STREETS AHEAD SOUTHAMPTON LIMITED (Company)**

**7 April 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the following resolutions were proposed by the sole director and passed as special resolutions:

**SPECIAL RESOLUTIONS**

- 1 That the memorandum of association of the Company is altered as follows:
  - 1.1 by deleting clause 3.2;
  - 1.2 by deleting clause 3.17;
  - 1.3 by re-numbering the remaining clauses in clause 3;
  - 1.4 by the deletion of the existing clause 3.18 and the substitution of the following new clause:

*3.18 To do all such other lawful things as are necessary for, incidental or conducive to the attainment of the above objects or any of them or as are calculated to enhance the beneficial advantage of the City Centre.*

- 2 That the regulations contained in the printed document attached to this resolution are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

  
.....  
Director



Company Number: 06747838

The Companies Acts 1985, 1989 and 2006

Private company limited by guarantee and not having a share capital

As amended by members resolution 7 April 2009

Memorandum  
and  
Articles of Association  
of  
Streets Ahead Southampton Limited

Company No 06747838

**The Companies Acts 1985, 1989 and 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**STREETS AHEAD SOUTHAMPTON LIMITED**

- 1 The Company's name is "Streets Ahead Southampton Limited".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
  - 3.1 To define and procure delivery of city centre management activities to support the needs of business within such parts of the city of Southampton as the directors shall deem appropriate from time to time (**City Centre**);
  - 3.2 To deliver initiatives and services within the City Centre that will raise the quality of experience for users of the City Centre including businesses, employees, customers, shoppers, students and other visitors;
  - 3.3 To help provide a welcoming and safer City Centre;
  - 3.4 To deliver a cleaner and better managed City Centre;
  - 3.5 To help promote the City Centre as a thriving regional and national business and commercial centre;
  - 3.6 To leverage greater investment to be spent on City Centre priorities;

- 3.7 To provide stronger business leadership through effective partnership with other public and private sector organisations;
- 3.8 to encourage, promote, operate, manage and own such facilities and services for the benefit of users of the City Centre including businesses, employees, customers, shoppers, students and other visitors;
- 3.9 to introduce and organise forums, conferences, discussion groups amongst firms, businesses operating in the City Centre and such other bodies, organisations or other and to promote co-operation between the various sectors operating within, and using the City Centre;
- 3.10 to collect and circulate statistics and information of all kinds;
- 3.11 to publish, print, cause to be published and printed such guides, brochures, books, leaflets, handbills, advertising and advertising literature as may be beneficial or advantageous to any or all of the objects of the Company;
- 3.12 to provide, encourage and promote such facilities and services as may be beneficial to the objects of the Company, including, but not exclusively, provision of Christmas lights, public benches, public art, lighting generally, street cleaning, landscaping, and car parking facilities and to organise and operate any such transport policy as may be considered expedient;
- 3.13 to undertake, sponsor or subsidise any cultural, educational, sporting or promotional event, performance or exhibition;
- 3.14 to grant donations for public purposes beneficial to the City Centre;
- 3.15 to undertake any other activity or service which may be considered from time to time beneficial or conducive to all or any of the objects of the Company;
- 3.16 To do all such other lawful things as are necessary for, incidental or conducive to the attainment of the above objects or any of them or as are calculated to enhance the beneficial advantage of the City Centre.
- 4 The liability of the members is limited.
- 5 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the Company's assets if it should be wound up while

he is a member, or within 1 year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

- 6 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable object.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Name and address of subscriber:

Bondlaw Nominees Limited  
39-49 Commercial Road  
Southampton  
Hampshire  
SO15 1GA

Dated 12 November 2008

Company No 06747838

**The Companies Acts 1985, 1989 and 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**STREETS AHEAD SOUTHAMPTON LIMITED**

**1 Preliminary**

1.1 The regulations constituting Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and by the Companies (Tables A to F) (Amendment) Regulations (No.1) and (No.2) 2007 (as amended) and for the time being in force (**Table C**) apply to Streets Ahead Southampton Limited (**Company**) except in so far as they are excluded or varied by these Articles.

1.2 References in these Articles to Table A are to that Table so far as it relates to private company limited by shares.

1.3 In these Articles:

**Act** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

**Table A** means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and by the Companies (Table A to F) (Amendment) Regulations 2007.

1.4 Regulations 2 to 35 inclusive, 38, 54, 55, 57, 59, 76 to 78 inclusive, 87, 89, 102 to 108 inclusive, 110, 114, 116, 117 and 118 inclusive, shall not apply to the Company.

## **2 Members**

- 2.1 The number of members with which the Company proposes to be registered is one, but the Directors may register an increase of members.
- 2.2 The following are eligible categories of members;
  - 2.2.1 Founder Members (as defined in Article 2.3);
  - 2.2.2 Local authority Member (as defined in Article 2.4);
  - 2.2.3 Subscribing Members (as defined in Article 2.5); and
  - 2.2.4 Co-opted Member (as defined in Article 2.6)
- 2.3 The Founder Members are:
  - 2.3.1 Bond Pearce LLP
  - 2.3.2 Mayflower Theatre Trust Limited
  - 2.3.3 Smith & Williamson Limited
  - 2.3.4 West Quay Shopping Centre Limited
  - 2.3.5 The Mall Corporation Limited.
- 2.4 The Local Authority Member shall be Southampton City Council or any successor body which replaces it (provided that such successor body confirms in writing to the Company that wishes to be a successor).
- 2.5 The Subscribing Members shall consist of those members not falling within any other class of membership who shall pay a minimum annual subscription as specified by the directors and subject to such other eligibility criteria as the directors may determine from time to time.
- 2.5 The Co-opted Member is Southampton & Fareham Chamber of Commerce & Industry or any successor body as approved by the directors from time to time (provided that such successor body confirms in writing to the Company that wishes to be a successor).



- 2.7 The subscriber to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be the members of the Company.
- 2.8 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
- 2.9 No person shall be admitted to membership of the Company as a Subscribing Member unless he is approved by the Directors. The directors shall have no obligation to justify any refusal to give such approval.
- 2.10 A member shall cease to be a member of the Company:
- 2.10.1 on his giving at least 7 clear days' notice in writing to the Company (save for the subscriber to the Memorandum of Association whose membership shall cease immediately on his giving notice in writing to the Company); or
  - 2.10.2 in the case of an individual, on his dying, suffering from mental disorder in circumstances envisaged by regulation 81(c) (but so that the reference therein to the Mental Health (Scotland) Act 1960 shall be deemed to be a reference to the Mental Health (Scotland) Act 1984) or becoming bankrupt or entering into a composition with his creditors generally; or
  - 2.10.3 in the case of a corporation, on a petition being presented or a meeting convened for the purpose of winding it up or on its entering into a composition with its creditors or having a receiver appointed over all or a substantial part of its assets; or
  - 2.10.4 if such membership shall lapse or terminate in accordance with the terms and conditions of membership as determined from time to time by the directors; or
  - 2.10.5 if a Subscribing Member ceases to meet any criteria for membership as determined from time to time by the directors.
- 2.11 Save as otherwise provided in Article 2, membership shall not be transferable.
- 2.12 Every member shall use all reasonable endeavours to support and promote the interests and objects of the Company and shall observe all rules and regulations affecting it, including these Articles.

- 2.13 Cessation or termination of membership for any reason shall not entitle a member to either a full or partial refund of any membership fees or other sums paid or payable as a condition of being a member. Any such sums previously due and payable shall continue to be due and payable notwithstanding such cessation or termination.

### **3 Local Authority members**

- 3.1 If the Local Authority Member has 20% or more of the total voting rights of all members having the right to vote at a general meeting, the number of votes that may be cast in aggregate by that Local Authority member shall be reduced (pro rata among them) and/or the number of votes that may be cast in aggregate by all other members shall be increased (pro rata among them) (as is most appropriate in the circumstances) so that the aggregate number of votes which may be cast by the Local Authority member shall represent 20% of the total number of votes which may be cast by all the members at the meeting.
- 3.2 No Local Authority member may be appointed as proxy or representative or otherwise vote on behalf of any other non-local authority member.
- 3.3 No resolution for the variation of this Article shall be proposed at any general meeting unless there shall first have been obtained the written consent of the Local Authority Member of the Company.

### **3 Directors**

- 3.1 Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be less than one.
- 3.2 Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of 12 and will be appointed as follows:
- 3.2.1 The Founder Members shall each have the right to appoint one director;
- 3.2.2 The Local Authority Member shall have the right to appoint one director who shall be a paid officer of the local authority and one director who is both a duly elected councillor of the local authority and a member of the local authority Executive (as defined in the Southampton City Council Constitution);
- 3.2.3 The Co-opted Member shall have the right to appoint one director; and
- 3.2.4 a maximum of 4 directors may be appointed as representing those organizations with strong economic or strategic interests in the City Centre as determined from time

to time by the directors appointed by the Founder Members and the Local Authority Member.3.3 The employee of the Company holding the post of City Centre Manager (or equivalent title) from time to time shall not be a director but shall be entitled to attend and speak at all meetings of directors save where a majority of directors present at a meeting request him to leave the meeting.

- 3.4 The Founder Members, the Local Authority Member and the Co-opted Member shall each notify in writing the company secretary of the names and addresses of any directors appointed pursuant to Article 3.2. No such appointed director shall remain a director after ceasing to be the duly appointed representative of a member.

#### **4 Powers and duties of Directors**

- 4.1 Subject to the provisions of the Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

#### **5 Removal and disqualification of Directors**

- 5.1 The office of Director shall be immediately vacated if he is removed from office or ceases to be a member of the Company or (where appropriate) the duly appointed representative of such a member. Regulation 81 shall be modified accordingly.
- 5.3 Regulation 88 shall be modified by the deletion of the third sentence thereof.

#### **6 Proceedings of Directors**

- 6.1 Any Director may participate in a meeting of the Directors 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.
- 6.2 The quorum for the transaction of the business of the directors shall be 5 or half the

number of appointed directors plus 1

- 6.3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

- 6.4 In paragraph (c) of regulation 94 the word "debentures" shall be substituted for the words "shares, debentures or other securities" where they twice occur.

## **7 Minutes**

- 7.1 The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

## **8 The seal**

- 8.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of 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 second Director.

## **9 Notices**

- 9.1 The second sentence of regulation 112 of Table A shall be omitted.
- 9.2 The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113.

## **10 Indemnity**

- 10.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is

acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. The foregoing is subject to the proviso that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

**NAMES AND ADDRESS OF SUBSCRIBER**

**Bondlaw Nominees Limited  
39-49 Commercial Road  
Southampton  
Hampshire  
SO15 1GA**

**Dated 12 November 2008**