

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

**Company limited by Guarantee**

**Articles of Association**

**of**

**Stratforward Business Improvement District Limited**

**Company number 06924156**

**Definitions and Interpretation**

1. In these Articles:

<b>Act</b>	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
<b>Articles</b>	means the articles of the Company;
<b>BID</b>	means the business improvement district;
<b>BID Area</b>	means the area within which the Company operates the BID;
<b>BID Levy</b>	means the charges to be levied and collected against the BID Levy Payers within the BID Area;
<b>BID Proposal</b>	means the plan voted for by the BID Members which sets out the objectives of the BID;
<b>Board</b>	means the board of Directors acting collectively;
<b>clear days</b>	in relation to a period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>communication</b>	has the same meaning as in the Electronic Communications Act 2000;
<b>Company</b>	Stratforward Business Improvement District Limited
<b>Directors</b>	the Directors of the Company for the time being;
<b>electronic</b>	has the same meaning as in the Electronic

<b>communication</b>	Communications Act 2000;
<b>Members</b>	those persons who have applied for membership to the Board, in such format as the Directors shall require, and who have been accepted as a Member by the Board;
<b>Regulations</b>	means the Business Improvement Districts (England) Regulations 2004 (as may be amended from time to time);
<b>United Kingdom</b>	means Great Britain and Northern Ireland.

2. In these Articles:

- (a) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.
- (b) The headings in these Articles are for convenience only and shall be ignored in construing the language or meaning of these Articles.
- (c) Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

**Objects**

3. The objects for which the Company is established are:

- (a) To secure or procure the objectives and aspirations set out in the Company's BID Proposal. These include that for all liable businesses (levy payers as defined by the BID Proposal) within a defined area from time to time in Stratford-upon Avon (the BID area) (i) to initiate and promote the establishment of a Business Improvement District ("**BID**") in accordance with Part 4 of the Local Government Act 2003 (as the same may be consolidated, amended, modified or re-enacted from time to time) ("**the Legislation**") for the purpose of financing, constructing, managing and operating improvements to the BID Area and (ii) to act as a BID Body for the purposes of the Legislation and for the purposes of being the Body responsible for the implementation of the BID proposals, any alteration proposals and any renewal proposals for the Business Improvement District;

- (b) To produce and develop proposals for the BID Area and administer those proposals;
- (c) To provide, promote, facilitate or advance the BID Area as a better place to invest work, do business, visit and live;
- (d) To promote or advance directly or indirectly the regeneration and economic well being of the BID Area;
- (e) To improve, directly or indirectly, environmental standards, reduce crime, increase investment, enhance investment performance;
- (f) To promote schemes to improve the environmental quality of the BID Area;
- (g) To support redevelopment of property so as to enhance the environment and where appropriate to preserve, repair and maintain (directly or indirectly) for the benefit of the general public buildings of historical, architectural, community or constructional interest in the BID Area;
- (h) To support the conservation, protection and improvement (where appropriate) of the physical and natural environment in the BID Area;
- (i) To procure, promote or carry out any form of entertainment in the BID Area;
- (j) In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers:
  - (i) To carry out any act which is within, conducive to or facilitated by Part 4 of the Local Government Act 2003 (as may be amended) or such regulations regulating the operation of BIDs as may be prescribed by the Secretary of State.
  - (ii) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the furtherance of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
  - (iii) To sell, let, sub-let, lease, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient and to accept surrenders of leases and tenancies and to make allowances to and arrangements with tenants, as may be deemed expedient in the interests of the Company.

- (iv) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company, and to hold and administer any property or funds subject to any such trust.
- (v) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (vi) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities and property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (vii) Either alone or jointly with any other person or body of persons to promote or approve any Act of Parliament, Royal Charter or other measure with a view to the attainment of the objects of the Company, or any of them, and to oppose any Bills, proceedings or applications which seem calculated to prejudice the attainment of the objects of the Company, or any of them, and for all or any of the purposes aforesaid to petition Parliament, to promote deputations and generally take such steps and proceedings as may be deemed expedient.
- (viii) To produce, edit, print, publish, sell, hire or otherwise deal in journals, newspapers, magazines, periodicals, brochures, pamphlets and other literature, and to disseminate by means of cinema and other exhibitions, television or radio broadcasting or otherwise information of such matters as appertain and relate and are ancillary to the BID Proposal or that may in any way further the objects of the Company, and to establish, support, or co-operate with any other charitable organisation whose aim is to publicise or promote the Bid Proposal in a manner approved by the Company.
- (ix) To take any gift of property, whether subject to any special trust or not, for any of the objects of the Company, and to take steps by personal or written appeals, public meetings, exhibitions, displays, competitions, or otherwise, as may be from time to time deemed expedient for procuring contributions, donations and annual or other subscriptions to the funds of the Company.
- (x) To establish and/or support or aid any establishment and any charitable association or institution and to subscribe and guarantee money or covenant money for charitable purposes in any way connected with the purposes of the Company.

- (xi) To affiliate or co-operate with any other organised charitable body or any other BID company in the United Kingdom, Europe, or elsewhere, having objects similar to those of the Company, with a view to furthering the objects of the Company, and to amalgamate with any charitable company having objects similar to those of the Company.
- (xii) To make such rules and regulations for the management and administration of the Company and for matters connected therewith as the Company in its discretion think fit from time to time to so add amend vary revoke or replace any such rules and regulations but so that nothing in this sub-clause shall be deemed to authorise any application of any part of the investments and property held by or on behalf of the Company or the income thereof otherwise than in conformity with this Memorandum of Association.
- (xiii) To appoint and constitute such committees, boards or bodies (whether advisory or not) as the Company may consider desirable for the better management and administration of the Company and to make amend vary revoke and replace rules and regulations for the purpose of defining their functions powers and organisation and also (if the Company shall think fit) to pay an honorarium or fee or salary to defray expenses incurred by any member of such committee board or body appointed as aforesaid.
- (xiv) To apply for and take out, purchase or otherwise acquire, any patents, patent rights, brevets d'invention, inventions, licences, conversions, trade marks, or secret processes, which may further the objects of the Company, and to grant licences to use the same.
- (xv) To cause the Company to be registered or otherwise incorporated in accordance with the laws of any foreign country where the Company's work is or is to be carried on.
- (xvi) To pay all or any expenses incurred in connection with the promotion and incorporation of the Company, and to remunerate any person, firms or company rendering services to the Company, either by cash payment or otherwise.
- (xvii) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT:

- (a) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest in the same in such manner as allowed by law, having regard to such trust.

- (b) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the governing body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipt, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such governing body have been if no incorporation had been effected.
- (c) The income and property of the Company wheresoever derived, shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company of:
  - (i) Interest on money lent to the Company by any member of the Company at a rate per annum not exceeding a reasonable and proper commercial rate;
  - (ii) Reasonable and proper rent for premises demised or let to the company by any member of the Company;
  - (iii) Reasonable and proper remuneration to any member, officer or servant of the Company (including a Director) in return for any services actually rendered to the Company; and

## **Members**

- 4. All such person as are Members of the Company as at the date these Articles of Association are adopted and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
- 5. No person shall be admitted to membership of the Company unless:
  - (a) they are a Director of the Company; and
  - (b) an application for membership had first been delivered to and approved by the Directors.
- 6. An application of membership must:
  - (a) be in writing; and
  - (b) be signed by the applicant.

7. All Members agree to be bound by the obligations in them as set out in the Articles and when acting as members they shall act at all times in the best interest of the Company.
8. A Member may be removed as a Member of the Company by a passing of a resolution of the Members.
9. A Member may at any time withdraw from membership of the Company by giving at least seven clear days' notice to the Company.
10. Membership is not transferable.
11. A person's membership terminates when that person dies or ceases to exist.
12. A person's membership shall be deemed to terminate with automatic effect upon any such person (also being a Director) ceasing to be a Director for whatever reason.
13. For the avoidance of doubt, any person required to pay the BID Levy in respect of more than one property shall only be entitled to one vote as a single Member; and

### **General Meetings**

14. The Board may call a general meeting at any time or, on the requisition of Members pursuant to the provisions of the Act, shall convene a general meeting.

### **Notice of general meetings**

15. A general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least seven clear days' notice. All other general meetings shall be called by at least seven days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (a) in the case of an annual general meeting by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five 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, Directors and the auditors of the Company, and shall provide such details of all special, extraordinary and elective resolutions to be proposed at the general meeting.

16. 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**

17. No business shall be transacted at any meeting unless a quorum is present. Such quorum to consist of 4 Members.
18. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such 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.
19. The chairman, if any, of the Board or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
20. The chairman 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 the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven 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.
21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chairman; or
  - (b) by at least two Members having the right to vote at the meeting; or
  - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;



and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

22. Unless a poll is duly demanded a declaration by the chairman 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 of or against the resolution.
23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
24. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
28. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

## **Votes of Members**



for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
  - (i) in the notice convening the meeting, or
  - (ii) in any instrument of proxy sent out by the Company in relation to the meeting; or
  - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,
- (c) be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (d) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (e) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

#### **Number of Directors**

34. Unless otherwise determined by ordinary resolution, the minimum number of Directors shall be not less than five and not more than thirteen.

#### **Powers of Directors**

35. Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of 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. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

36. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### **Delegation of Directors' powers**

37. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Directors shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying.

#### **Appointment and retirement of Directors**

38. No person shall be appointed or reappointed a Director at any general meeting unless:
- (a) he is recommended by the Directors; or
  - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed.
39. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director pursuant to Article 41 at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors.
40. Subject as aforesaid, the Board may by resolution appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that such Director shall resign at the next General Meeting, but provided further that such Director shall be eligible for re-appointment at such meeting.

## **Disqualification and removal of Directors**

41. The office of a Director shall be vacated if:-

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) 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 for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- or
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than twelve consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.
- (f) an ordinary resolution is passed for the removal of that Director at a duly convened meeting of the Members.

## **Remuneration of Directors**

42. The Directors shall not be entitled to any remuneration.

## **Directors' expenses**

43. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

## **Directors' appointments and interests**

44. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit 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 such transaction or arrangement shall be liable to be avoided on the ground on any such interest or benefit.

45. For the purposes of Article 47:

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **Proceedings of Directors – The Board**

- 46. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may call a meeting of the Board. 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. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- 47. The quorum for the transaction of the business of the Board may be fixed by the Directors and unless so fixed at any other number shall be 3. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
- 48. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

49. The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he 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 present may appoint one of their number to be chairman of the meeting. In the case of an equality of votes at a meeting of the Board, the chairman shall have a second or casting vote.
50. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified 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 and had been entitled to vote.
51. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors; but a resolution signed by an alternate Director need not also be signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.
52. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
  - (b) shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of the Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
  - (c) shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
  - (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be

entitled to remuneration for professional services as if he were not a Director);

- (e) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

53. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

54. Without prejudice to the generality of paragraph 49 (above) amongst the functions of the Board shall be to:

- (a) define and ensure compliance with the objectives of the Company, including, without limitation the objectives as contained in the BID Proposal;
- (b) establish policies and plans to meet those objectives;
- (c) approve each year's budget prior to publication;
- (d) establish and oversee a framework for delegation and control to employees, officer committees and sub-committees (as appropriate);
- (e) agree policies and make decisions on all matters that create a significant financial risk to the Company;
- (f) monitor the Company's performance in relation to these plans, budgets, controls and decisions;
- (g) appoint (and if necessary remove) the any staff; and
- (h) from time to time as they see fit (or if required by the Regulations) arrange meetings to which the Advisory Group be invited.



## **Secretary**

55. Subject to the provisions of the Act, the secretary may be appointed by the Directors for such term, and such remuneration and upon such conditions as they may think fit; and any secretary may be removed by them.

## **Minutes**

56. The Directors shall cause minutes to be made:-
- (a) of all appointments of officers made by the Directors; and
  - (b) of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

## **Notices**

57. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
58. The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A 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 given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
59. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
60. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

### **Indemnity**

61. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

### **Changes to the Articles**

62. Any changes to the Articles of Association shall require the passing of a special resolution by those Members entitled to vote at a general meeting.

### **Guarantee**

63. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 contributories among themselves, such amount as may be required not exceeding one pound.

### **Winding Up**

64. 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 Members of the Company, but shall be given as follows:
- (a) property that has been derived from BID levy income is to be transferred to the local authority BID revenue account of the BID for redistribution to levy payers in accordance with Regulation 18 of the Regulations; and
  - (b) property derived from non-levy income is to be given to a like-minded organisation and to be spent on improvement(s) within the BID Area.