



FILE COPY

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

Company No. 7575030

The Registrar of Companies for England and Wales, hereby certifies that

YORK SCIENCE AND INNOVATION GRAND TOUR

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **23rd March 2011**



N07575030E



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

208819/20

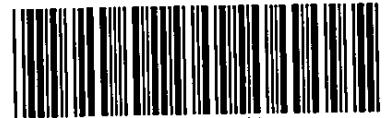


A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to reg
a limited liability partnership. To
this, please use form LL IN01

FRIDAY



A31 18/03/2011 285
COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

	Please show the proposed company name below										
Proposed company name in full ①	YORK SCIENCE AND INNOVATION GRAND TOUR										
For official use	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>										

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ **Name ending exemption**
Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6**Registered office address ②**

Please give the registered office address of your company

Building name/number MOORGATE HOUSE

Street CLIFTON MOORGATE

Post town YORK

County/Region NORTH YORKSHIRE

Postcode Y O 3 0 4 W Y

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7**Articles of association ③**

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8**Restricted company articles ④**

Please tick the box below if the company's articles are restricted

☐**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature X	X
-----------	----------------	---

④ Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**→ **No** Complete **Section C4 only****C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	MR
Full forename(s)	JOHN FRANCIS
Surname	YEOMANS
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d 1 d 0 m 0 m 5 y 1 y 9 y 4 y 4
Business occupation (if any) ④	CONSULTANT

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4**.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

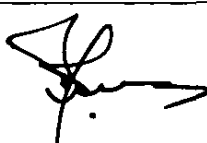
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in **Section A1**

Signature	Signature 
-----------	--

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	PROFESSOR
Full forename(s)	ANTHONY WILLIAM
Surname	ROBARDS
Former name(s) ②	
Country/State of residence ③	ENGLAND
Nationality	BRITISH
Date of birth	d 0 d 9 m 0 m 4 y 1 y 9 y 4 y 0
Business occupation (if any) ④	COMPANY DIRECTOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--



⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	
Signature	Signature  	
	⑤ Signature The person named above consents to act as corporate director of the proposed company	

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Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)****F1****Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ④

④ Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below→ **No** Go to **Part 5** (Statement of compliance)**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	CITY OF YORK COUNCIL
Surname 1	
Address 2	LIBRARY SQUARE
	YORK
Postcode	Y O 1 7 D U
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	SCIENCE CITY YORK
Surname 1	
Address 2	ENTERPRISE HOUSE, INNOVATION WAY,
	HESLINGTON, YORK
Postcode	Y O 1 0 5 N Y
Amount guaranteed 3	£1 00

Subscriber's details

Forename(s) 1	VISIT YORK
Surname 1	
Address 2	1 MUSEUM STREET
	YORK
Postcode	Y O 1 7 D T
Amount guaranteed 3	£1 00

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Application to register a company

Subscriber's details

Forename(s) ①	YORK MUSEUMS TRUST									
Surname ①										
Address ②	ST MARY'S LODGE, YORK									
Postcode	Y	O	3	0	7	D	R			
Amount guaranteed ③	£1 00									

Subscriber's details

Forename(s) ①	THE UNIVERSITY OF YORK									
Surname ①										
Address ②	HESLINGTON LANE, HESLINGTON YORK									
Postcode	Y	O	1	0	5	D	D			
Amount guaranteed ③	£1 00									

Subscriber's details

Forename(s) ①	YORK ST JOHN UNIVERSITY									
Surname ①										
Address ②	LORD MAYORS WALK YORK									
Postcode	Y	O	3	1	7	E	X			
Amount guaranteed ③	£1 00									

Subscriber's details

Forename(s) ①										
Surname ①										
Address ②										
Postcode										
Amount guaranteed ③										

Subscriber's details

Forename(s) ①										
Surname ①										
Address ②										
Postcode										
Amount guaranteed ③										

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X <i>Jane Barnes</i> YORK MUSEUM TRUST X
Subscriber's signature	Signature X <i>John</i> Visit York. X
Subscriber's signature	Signature X <i>John</i> CITY OF YORK COUNCIL X
Subscriber's signature	Signature X <i>John</i> SCIENCE CITY YORK X
Subscriber's signature	Signature X <i>John</i> YORK ST JOHN UNIVERSITY. X
Subscriber's signature	Signature X <i>John</i> UNIVERSITY OF YORK X
Subscriber's signature	Signature X X X
Subscriber's signature	Signature X X X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

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Application to register a company

**Presenter information**

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

Contact name NICOLA FIELDING

Company name HARROWELLS LLP

Address MOORGATE HOUSE

CLIFTON MOORGATE

Post town YORK

County/Region NORTH YORKSHIRE

Postcode Y O 3 0 4 W Y

Country UNITED KINGDOM

DX 61464 HAXBY

Telephone 01904 690111

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the Memorandum of Association
- ☐ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ
 DX 33050 Cardiff

For companies registered in Scotland
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland.
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG
 DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

YORK SCIENCE AND INNOVATION GRAND TOUR

Incorporated on the day of 2011

Company Number

Harrowells
SOLICITORS

Harrowells LLP
Moorgate House, Clifton Moorgate
York
YO30 4WY

Telephone 01904 690111
Facsimile 01904 692111
DX 61464 Haxby
www.harrowells.co.uk

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

YORK SCIENCE AND INNOVATION GRAND TOUR

Company Number

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each Subscriber	Authentications	by	each
-------------------------	-----------------	----	------

Subscriber

City of York Council

acting by

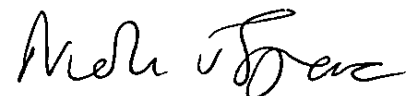
BILL WOOLLEY



Science City York

acting by


Nicola Spence



Visit York

acting by

JOHN F. ROMANS



York Museums Trust

acting by **JANET BARNES**

Janet Barnes

University of York

acting by **COLIN MELLORE**

Col Mellore

York St John University

acting by **DAVID FLEMING**

David Fleming

Date 1 February 2011

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

YORK SCIENCE AND INNOVATION GRAND TOUR

Company Number

THE COMPANIES ACT 2006

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INTERPRETATION

- | | | | |
|---|-----|--------------------------------|--|
| 1 | (a) | In these Articles
"THE ACT" | means the Companies Act 2006
including any statutory modification
or re-enactment thereof for the
time being in force |
| | | "THE ARTICLES" | means the Articles of Association
of the Company |

"THE BOARD"	means the board of Directors of the Company
"CLEAR DAYS"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
"THE COMPANY"	means York Science and Innovation Grand Tour
"DIRECTOR"	means a director of the Company and includes any person acting in such role by whatever name and whether or not so registered with the Registrar of Companies
"ELECTRONIC FORM"	means by email, fax or by any other means while in electronic form (e g by disk sent in the post)
"EXECUTED"	includes any mode of execution
"MEMBER"	means the subscribers to the Memorandum and every other person who agrees to become a member and whose name is entered into the register of members
"MEMORANDUM"	means the memorandum of association of the Company
"OFFICE"	means the registered office of the Company
"THE SEAL"	means the Common Seal of the Company
"SECRETARY"	means the Secretary (if any) of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint assistant or deputy secretary

- (b) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company
- (i) A reference to one gender includes all others
 - (ii) Words in the singular shall include the plural and vice versa
 - (iii) The use of headings is for convenience only and shall not affect the interpretation of any paragraph
 - (iv) A reference to person includes bodies corporate and unincorporated bodies
 - (v) A reference to "writing" includes the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied in electronic form or otherwise

MEMBERS

- 2 Those persons who are the subscribers to the Memorandum and such other persons as are admitted to membership in accordance with these Articles shall be the Members of the Company. No person shall be admitted as a Member unless that person shall have applied in the form so approved by the Directors from time to time and his application shall have been approved by the Board. Membership shall be by way of organisation who shall be represented at meetings of the Company by a nominated representative

LIABILITY OF MEMBERS

- 3 This liability of each Member is limited to £1 00, being the amount that each Member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member or within one year after he ceases to be a Member, for -
- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
 - (b) payment of the costs, charges, and expenses of winding up, and

- (c) adjustment of the rights of contributories among themselves

TERMINATION OF MEMBERSHIP

- 4 A Member may at any time withdraw from the Company by giving at least 7 Clear Days' notice to the Company Membership shall not be transferable and shall cease on death
- 5 The Directors may also at their discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Directors or a committee of the Directors

OBJECTS OF THE COMPANY

- 6 The objects for which the Company is established are
- (i) to promote the business and entrepreneurial reputation of York,
 - (ii) to raise awareness and understanding of the strength of science, innovation and technology in the York economy,
 - (iii) to create awareness of employment opportunities in knowledge based businesses in the York economy and the required skills,
 - (iv) to celebrate technological and innovative achievements of business in York
 - (v) To create and provide access for the whole York community to learning opportunities and direct experiences related to science and innovation

AND the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely

- a to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, convert, maintain and alter buildings or erections whether for its own use or otherwise,

- b to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company,
- c to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like,
- d to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- e to take and accept any gift of money, property or other assets of any description whether subject to any special trust or not,
- f to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise,
- g to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,
- h to invest monies of the Company not immediately required for its purposes in or upon such investments, securities or 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,
- i to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions whether such charitable associations or institutions have a common object or otherwise

- j to undertake and execute charitable trusts,
- k to engage and pay any person or persons whether on a full time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and, subject to any restriction contained in these Articles, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants,
- l to amalgamate with any companies, institutes, societies, charities or associations which shall have objects altogether or mainly similar to those of the Company and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Company by these Articles,
- (m) to provide venues for and to promote exhibitions, demonstrations, workshops and tours,
- (n) to produce or commission media information of any form in relation to the objects,
- (o) to pay out of funds of the Company any costs, charges and expenses of and incidental to the formation and registration of the Company,
- (p) to pay out of the funds of the Company premiums on insurance policies to cover the liability of the Directors that by virtue of any rule of law would otherwise attach to them in respect of negligence default breach of duty or breach of trust of which they may be guilty in relation to the Company PROVIDED that any such insurance or indemnity shall apply only as provided for in Article 68 below
- (q) to do all such other lawful things as shall further the attainment of the objects of the Company or any of them

7 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company PROVIDED that nothing contained in these Articles shall prevent any payment in good faith by the Company

- (a) of reasonable and proper remuneration of any officer or servant of the Company (not being a Member or a Director) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of such person or persons aforesaid,
- (b) of interest on money lent by a Member or Director of the Company at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers or 3% whichever is the greater,
- (c) to any Director of reasonable out-of-pocket expenses,
- (d) to any one or more of their number which the Directors subject to the provisions of the Act (including any modification or re-enactment of it),
- (e) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Company or a Director may be a Member holding not more than one-hundredth part of the capital of such company,
- (f) of reasonable and proper rent for premises demised or let by any Member of the Company or any Director,
- (g) to Directors of the Company pursuant to Article 44

GENERAL MEETINGS

8 The Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify

the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting in each year shall be held at such time and place as the Directors shall appoint.

- 9 A general meeting may be called by the Directors or upon the requisition in writing of any two or more Members, such requisition shall detail the proposed resolution to be passed at the meeting.
- 10 Upon receipt of a requisition of the Members the Directors must forthwith convene a general meeting and if they shall not do so within twenty one (21) Clear Days of the date of the requisition, the Members themselves may convene the meeting.

NOTICE OF GENERAL MEETINGS

- 11 An annual general meeting shall be called by at least 21 Clear Days' notice. All other 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.
 - (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 90 per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and the 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.

- 12 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

- 13 No business shall be transacted at any meeting unless a quorum is present. Representatives of four Members (whichever shall be the greater) entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum.
- 14 If such 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 other time as the Directors may determine.
- 15 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 15 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.
- 16 If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number present in person to be chairman.
- 17 A Director shall, notwithstanding that he is not a representative of a Member, be entitled to attend and speak at any general meeting.
- 18 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 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.

VOTES OF MEMBERS

- 19 On a show of hands every Member present by their nominated representative or by proxy shall have one vote On a poll every Member present by their representative or by proxy or shall have one vote
- 20 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 chairman whose decision shall be final and conclusive

WRITTEN RESOLUTIONS

- 21 A resolution may, when not passed by a general meeting be passed in writing in accordance with the provisions of the Act A written resolution may be requested by the Directors or by Members holding at least 5% of the voting rights of the Company A Member will have the same number of votes in relation to a resolution passed as a written resolution as one passed at a general meeting and such resolution may consist of one or more instruments in like form each executed by or on behalf of one or more Members
- 22 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

- 23 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
- 24 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
- 25 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
- 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 other time and place as the chairman directs not being more than 30 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 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken

APPOINTMENT OF PROXY

- 28 An instrument appointing a proxy shall be in writing, Executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual of which the Directors may approve)

We of

being a Member of the above-named Company, hereby appoint

of

or failing him

of

as our proxy to vote in our name and on our behalf at the [annual] general meeting of the Company to be held on

20 and at any adjournment thereof

Signed on 20

- 29 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

We of

being a Member of the above-named Company, hereby appoint

of

or failing him

of

as our proxy to vote in our name and on our behalf at the [annual] general meeting of the Company to be held on

20 and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No [] [for] * [against]*

Resolution No [] [for] * [against]*

* strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this day of 20

- 30 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may
- (a) be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited 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
 - (c) 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 instrument to proxy which is not deposited or delivered in a manner so permitted shall be invalid

- 31 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

AMENDMENTS TO RESOLUTIONS

- 32 An ordinary resolution to be proposed at a general meeting may be amended at any time if the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution. A special resolution to be proposed at a general meeting may be amended if -

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substance error in the resolution

33 If the chairman of the meeting, acting in good faith, wrongly agrees to an amendment, the chairman's error does not invalidate the vote on that resolution

POWERS OF DIRECTORS

34 Subject to the provisions of the Act and 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. The Directors shall, subject to the provision of Article 35 below, at any meeting of Directors at which quorum is present exercise all powers exercisable by the Directors

MEMBER'S RESERVE POWER

35 The Member's may, by special resolution, direct the Directors to take, or refrain from taking, special action, no such special resolution shall invalidate anything which the Directors have done before the passing of the resolution

DELEGATION OF DIRECTORS' POWERS

36 The Directors may delegate any of their powers to any committee consisting of one or more Director or other persons. They may 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 delegations may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 37 Unless otherwise determined by ordinary resolution there shall at all times be appointed a minimum of two Directors
- 38 No person shall, being a person willing to act and being permitted by law to do so, be appointed or re-appointed a Director at any general meeting unless
- (a) he is recommended by the Directors, or
 - (b) not less than 14 nor more than 35 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 re-appointment stating the particulars which would, if he were so appointed or re-appointed, 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 re-appointed
- 39 Not less than 7 nor more than 28 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 who is recommended by the Directors for appointment or re-appointment 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 re-appointment as a Director The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of Directors
- 40 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director
- 41 The Directors may co-opt a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with article 37 as the maximum number of Directors A Director so

appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion of that meeting.

- 42 Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 43 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,
 - (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 1984, 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) where he has been appointed by a resolution of the Directors, not yet ratified by the Members, by resolution of a majority of the Directors, or

- (f) he shall for more than 6 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

DIRECTORS' EXPENSES

- 44 The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at Board meetings or committee 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' INTERESTS

- 45 Subject to the provisions of the Act and provided that he has disclosed to the Directors in accordance with Article 46 the nature and extent of any interest of his, direct or indirect, in any actual or proposed transaction or arrangement in which the Company is concerned, a Director may also count for quorum and voting purposes in any resolution concerning the aforesaid transaction or arrangement and for the avoidance of doubt a Director may also count for quorum and voting purposes when the transaction or arrangement relates to,
 - (a) the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries
 - (b) the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
 - (c) his interest by virtue of subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-

underwriting of an offer of any such debentures by the Company, or any of its subsidiaries for subscription, purchase or exchange,

- (d) a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes

46 A Director shall be deemed to have disclosed to the Company the nature and extent of any interest in any actual or proposed transaction or arrangement by -

- (a) a general notice given to the Board specifying the nature and extent of any interest of the Director or person connected to the Director, or

- (b) a declaration made at the commencement of any meeting of the Board

47 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

48 If a situation exists in which a Director is a Director or officer of, or is employed by, or a party to any dealings with, any body corporate promoted by the Company or in which the Company is otherwise interested, or any other situation, actual or potential exists or arises such that a Director may have a conflict of interest, such situation may, if proposed to the Board be authorised by resolution of independent Directors, acting in good faith provided that in considering the situation of conflict, the Director so concerned shall not be counted for quorum or voting purposes and any authority given by the independent Directors shall be subject to such limitations or conditions as the Company may from time to time impose

PROCEEDINGS OF DIRECTORS

49 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 provide 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

In the case of an equality of votes, the chairman shall have a second or casting vote

- 50 The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two
- 51 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
- 52 The Directors shall appoint one of their number to be the chairman of the Board 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 the Board 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 5 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting
- 53 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
- 54 Where authority has been granted pursuant to Article 48 or a notice is given under Article 46 a Director shall not be deemed in breach of his general duties when acting in accordance with any such authority given
- 55 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors
- 56 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

- 57 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive

SECRETARY

- 58 Subject to the provisions of the Act, a Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

MINUTES

- 59 The Directors shall cause minutes to be made in books kept for the purpose
- (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
 - (c) all written resolutions and all resolutions of meetings passed otherwise than at a general meeting

and such records shall be kept for at least ten years from the date of the decision

THE SEAL

- 60 (a) The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, and the Directors may determine who shall sign and instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the Secretary (where applicable) or a second Director.
- (b) Nothing in Article 60(a) above shall require the company seal to be affixed and the Directors may resolve to execute any document in any manner provided for in the Act.

PRESIDENT, VICE-PRESIDENT AND PATRONS

- 61 The Directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be Directors or Members of the Company.

RULES OF MEMBERSHIP

- 62 The Directors shall from time to time be entitled to formulate (and amend as the Directors shall from time to time think fit) rules of membership of the Company and such rules shall be deemed to be as binding on the Members of the Company as would have been the case had such rules been adopted by the Company at a general meeting.

ACCOUNTS

- 63 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

NOTICES AND COMMUNICATION

- 64 Any notice sent or supplied by or to the Company under these Articles shall be sent or supplied either -
- (i) personally,
 - (ii) by post addressed to the Member at the address as shown in the Company's register of members,
 - (iii) in Electronic Form,
 - (iv) by any other means instructed in writing by the Member concerned and agreed by the Company
- 65 Any notice or other document which is sent by post shall be deemed to have been served and delivered 24 hours after posting and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and posted Any notice sent personally shall be deemed served or delivered when it was so left and any notice sent in Electronic Form shall be deemed delivered 48 hours after it was sent
- 66 A Member present, either by their representative 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

INDEMNITY

- 67 (a) Subject to section 532 of the Act and paragraph 67 (b), a Director or former Director of the Company may be indemnified out of the Company's assets against -
- (i) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company
 - (ii) any liability incurred by that Director in connection with the activities of the Company in his capacity as (to the extent that he is) a trustee of an occupational pension scheme (as defined in section 235(b) of the Act),
 - (iii) any other liability incurred by that Director as an officer of the Company

- (b) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or any other provision of law or in respect of any liability of a Director arising from a breach of duty owed by a Director to the Company and its Members or arising from the wilful misconduct of the Director

INSURANCE

- 68 The Directors may decide to purchase and maintain insurance, at the expense of the Company and for the benefit of any Director or former Director in respect of any loss or liability which has been or may be incurred as set out at Article 67 above

WINDING UP

- 69 If the Company 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 the Company, but shall be given or transferred to some other organisation having objects similar to the objects of the Company, which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 7 above, chosen (in their absolute discretion) by the Directors of the Company at or before the time of dissolution and if that cannot be done then to some organisation having objects which the Directors (in their absolute discretion) shall approve