



**FILE COPY**

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

Company Number **11912208**

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

**BUCKINGHAMSHIRE LOCAL ENTERPRISE  
PARTNERSHIP LIMITED**

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 and Wales

Given at Companies House on **28th March 2019**



**\*N11912208B\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

# IN01

## Application to register a company



Companies House



LD1

\*L826UUPC\*  
28/03/2019

#175

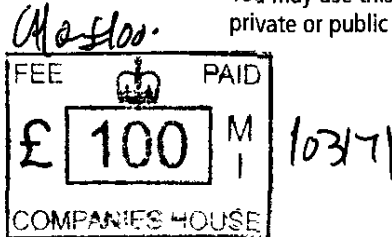
COMPANIES HOUSE  
For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

THURSDAY

☒ **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 register  
a limited liability partnership. To do  
this, please use form LL IN01. Do not  
use this form if any individual person  
with significant control is applying  
or has applied for protection from  
having their details disclosed on the  
public register. Contact enquiries@  
companieshouse.gov.uk to get a  
separate form.



### Part 1 Company details

A1

#### Company name

Check if a company name is available by using our name availability search:

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below.

Proposed company  
name in full ①

BUCKINGHAMSHIRE LOCAL ENTERPRISE

PARTNERSHIP LIMITED

For official use

11912208

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

#### 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 on this is available in  
our guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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 our  
guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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 or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# IN01

## Application to register a company

**A4**

### Company type<sup>1</sup>

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

#### <sup>1</sup> Company type

If you are unsure of your company's type, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A5**

### Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. <sup>2</sup>

Classification code 1	8	2	9	9	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description


#### <sup>2</sup> Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A6**

### Situation of registered office <sup>3</sup>

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

#### <sup>3</sup> 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.

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Application to register a company

<b>A7</b>	<b>Registered office address</b> ①	
	Please give the registered office address of your company.	
Building name/number	WEST WING	
Street	UNIVERSITY CAMPUS	
	QUEEN ALEXANDRA ROAD	
Post town	HIGH WYCOMBE	
County/Region		
Postcode	H P 1 1 2 G Z	

**① Registered office address**  
 You must ensure that the address shown in this section is consistent with the situation indicated in section A6.  
  
 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.

<b>A8</b>	<b>Articles of association</b> ②	
	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 <b>one</b> box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> 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 <b>one</b> box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.	

**② For details of which company type can adopt which model articles, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**  
  
 A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

<b>A9</b>	<b>Restricted company articles</b> ③	
	Please tick the box below if the company's articles are restricted.	
	<input type="checkbox"/>	

**③ Restricted company articles**  
 Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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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-C4.**

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

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**B2****Secretary's service address ①**

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

**① 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.

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Application to register a company

## Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments ①</b>	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		<p><b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p><b>Registered or principal address</b> 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.</p>
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		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
	<p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ <b>Yes</b> Complete <b>Section C3 only</b></p> <p>→ <b>No</b> Complete <b>Section C4 only</b></p>	
<b>C3</b>	<b>EEA companies ②</b>	
	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		<p><b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p> <p><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	
	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		<p><b>④ Non-EEA</b> 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.</p>
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	MR	
Full forename(s)	MARTIN ANTHONY	
Surname	TETT	
Former name(s) ②		
Country/State of residence ③	ENGLAND	
Nationality	BRITISH	
Month/year of birth ④	<div>X</div> <div>X</div> <div>0</div> <div>4</div> <div>1</div> <div>9</div> <div>5</div> <div>5</div>	
Business occupation (if any) ⑤	COUNTY COUNCILLOR	

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ 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.

<b>D2</b>	<b>Director's service address ⑥</b>	
	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	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

**⑥ 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.

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	MR	
Full forename(s)	ANDREW MARK	
Surname	SMITH	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	ENGLAND	
Nationality	BRITISH	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>m0</div> <div>m7</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y2</div>	
Business occupation (if any) <sup>⑤</sup>	CORPORATE AFFAIRS 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ 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.

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	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	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

**⑥ 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.



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Application to register a company

## Corporate director

<b>E1</b>	<b>Corporate director appointments ①</b>	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		<p><b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p><b>Registered or principal address</b> 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.</p>
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies ②</b>	
	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 ②		<p><b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p> <p><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Registration number		
<b>E4</b>	<b>Non-EEA companies</b>	
	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		<p><b>④ Non-EEA</b> 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.</p>
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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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****Statement of capital**

Complete the table(s) below to show the share capital.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

**Continuation pages**

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
<b>Totals</b>				
<b>Currency table B</b>				
<b>Totals</b>				
<b>Currency table C</b>				
<b>Totals</b>				
<b>Totals (including continuation pages)</b>			<b>Total number of shares</b>	<b>Total aggregate nominal value ❶</b>
				<b>Total aggregate amount unpaid ❶</b>

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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Application to register a company

**F2**

**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 **Section F1**.

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.

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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## Application to register a company

Class of share		
Prescribed particulars 1		<p><b>1 Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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## Application to register a company

**F3**

### 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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## Part 4

## Statement of guarantee

Is your company limited by guarantee?

- **Yes** Complete the sections below.
- **No** Go to **Part 5** People with significant control (PSC).

**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.

#### 4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

#### Subscriber's details

Forename(s) 1	MARTIN ANTHONY
Surname 1	TETT
Address 2	WEST WING, UNIVERSITY CAMPUS, QUEEN ALEXANDRA ROAD, HIGH WYCOMBE
Postcode	H P 1 1 2 G Z
Amount guaranteed 3	£1.00
Class of member (if applicable) 4	

#### Subscriber's details

Forename(s) 1	ANDREW MARK
Surname 1	SMITH
Address 2	WEST WING, UNIVERSITY CAMPUS, QUEEN ALEXANDRA ROAD, HIGH WYCOMBE
Postcode	H P 1 1 2 G Z
Amount guaranteed 3	£1.00
Class of member (if applicable) 4	

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### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

### Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

#### ❶ Name

Please use capital letters.

#### ❷ Address

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

#### ❸ Amount guaranteed

Any valid currency is permitted.

#### ❹ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

#### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

## Part 5

### People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

**H1**

#### Statement of initial significant control <sup>①</sup>

- ☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

##### ① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

**H2**

#### Statement of no PSC

(Please tick the statement below if appropriate )

- ☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company



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## Individual PSC

<b>H3</b>	<b>Individual's details</b>		<b>① Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.  <b>② Month and year of birth</b> Please provide month and year only.
Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company			
Title*	MR		
Full forename(s)	MARTIN ANTHONY		
Surname	TETT		
Country/State of residence <sup>①</sup>	ENGLAND		
Nationality	BRITISH		
Month/year of birth <sup>②</sup>	X X <sup>m</sup> 0 <sup>m</sup> 4 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 5 <sup>y</sup> 5		
<b>H4</b>	<b>Individual's service address<sup>①</sup></b>		<b>① Service address</b> This is the address that will appear on the public record. This does not have to be the individual's usual residential address.  If you provide the individual's residential address here it will appear on the public record.
Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.			
Building name/number	WEST WING		
Street	UNIVERSITY CAMPUS		
	QUEEN ALEXANDRA ROAD		
Post town	HIGH WYCOMBE		
County/Region	BUCKINGHAMSHIRE		
Postcode	H P 1 1    2 G Z		
Country	ENGLAND		

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>1</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☒ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

● Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control <sup>①</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

## Individual PSC

<b>H3</b>	<b>Individual's details</b>		<b>① Country/State of residence</b> This is in respect of the usual residential address as stated in section H6.  <b>② Month and year of birth</b> Please provide month and year only.
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company		
Title*	MR		
Full forename(s)	ANDREW MARK		
Surname	SMITH		
Country/State of residence <sup>①</sup>	ENGLAND		
Nationality	BRITISH		
Month/year of birth <sup>②</sup>	X X    0 7    1 9    6 2		

<b>H4</b>	<b>Individual's service address<sup>①</sup></b>		<b>① Service address</b> This is the address that will appear on the public record. This does not have to be the individual's usual residential address.  If you provide the individual's residential address here it will appear on the public record.
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.		
Building name/number	WEST WING		
Street	UNIVERSITY CAMPUS		
	QUEEN ALEXANDRA ROAD		
Post town	HIGH WYCOMBE		
County/Region	BUCKINGHAMSHIRE		
Postcode	H P 1 1    2 G Z		
Country	ENGLAND		

# IN01

## Application to register a company

H7

### Nature of control for an individual<sup>1</sup>

Please indicate how the individual is a person with significant control over the company

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☒ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H8

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

H9

**Nature of control by a trust over which the individual has significant control ●**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

# IN01

## Application to register a company

### Relevant legal entity (RLE)

I1 RLE details <sup>①</sup>	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Registered or principal office address**  
This is the address that will appear on the public record.

I2 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered <sup>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

**① Registration number**  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

# IN01

## Application to register a company

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### Nature of control for the RLE <sup>①</sup>

Please indicate how the RLE has significant control over the company

① Tick each that apply.

#### Ownership of shares

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

### Nature of control by a firm over which the RLE has significant control <sup>①</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company



15

**Nature of control by a trust over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.

IN01

Application to register a company

**Other registrable person (ORP)**

<b>J1</b>	<b>ORP details</b>	
	An 'other registrable person' is: <ul style="list-style-type: none"><li>• a corporation sole</li><li>• a government or government department of a country or territory or a part of a country or territory</li><li>• an international organisation whose members include two or more countries or territories (or their governments)</li><li>• a local authority or local government body in the UK or elsewhere</li></ul>	
Name of ORP	<div></div> <div></div>	
<b>J2</b>	<b>Principal office address ❶</b>	
Building name/number		<b>❶ Principal office address</b> This is the address that will appear on the public record.
Street	<div></div> <div></div>	
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		
<b>J3</b>	<b>Legal form and governing law</b>	
Legal form	<div></div> <div></div>	
Governing law		

# IN01

## Application to register a company

J4

### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① Tick each that apply.

#### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

### Nature of control by a firm over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

**Nature of control by a trust over which the ORP has significant control <sup>1</sup>**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>1</sup> Tick each that apply.

IN01

Application to register a company

**Part 6**

**Election to keep information on the public register (if applicable)**

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

**K1**

**Election to keep secretaries' register information on the public register <sup>①</sup>**

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>①</sup> only applies if the proposed company will have a secretary.

**K2**

**Election to keep directors' register information on the public register**

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**K3**

**Election to keep directors' usual residential address (URA) register information on the public register**

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

**K4**

**Election to keep members' register information on the public register**

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

**K5**

**Election to keep PSC register information on the public register**

**IMPORTANT:**  
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election.

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record.

**④ Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

**Part 7****Consent to act****L1****Consent statement**

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

**Part 8****Statement about individual PSC particulars****M1****Particulars of an individual PSC <sup>①</sup>**

Please tick the box to confirm.

- ☒ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

<sup>①</sup> Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

**Part 9****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 N1 (Statement of compliance delivered by the subscribers).
- Yes Go to Section N2 (Statement of compliance delivered by an agent).

**N1****Statement of compliance delivered by the subscribers <sup>②</sup>**

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.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

<sup>②</sup> **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

**Continuation pages**

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

N2

## 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	SHARPE PRITCHARD LLP									
Building name/number	ELM YARD									
Street	10 - 16 ELM STREET									
Post town	LONDON									
County/Region										
Postcode	W	C	1	X		0	B	J		
Country	ENGLAND									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.									
Agent's signature	Signature <i>SD</i> FOR AND ON BEHALF OF X <i>Sharpe Pritchard LLP</i> X									

IN01

## 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

Company name **SHARPE PRITCHARD LLP**

Address

**ELM YARD****10 - 16 ELM STREET**

Post town

**LONDON**

County/Region

Postcode

**W C 1 X 0 B J**

Country

DX

Telephone

**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 A7).  
☐ At the agents address (Given in Section N2).

**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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.**

**How to pay**

**A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**



COMPANY NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF  
BUCKINGHAMSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED**

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.

[illegible]

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BUCKINGHAMSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED**  
**Dated 28 March 2019**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BUCKINGHAMSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED**  
**(the "Company")**  
**(Dated 28 March 2019)**

**Interpretation, objects and limitation of liability**

**1. INTERPRETATION**

**1.1. In these Articles, unless the context otherwise requires:**

**Accountable Body:** means Buckinghamshire County Council or such other local authority from time to time having responsibility for overseeing the proper administration of financial affairs within the LEP Area when these relate to public funds;

**Act:** means the Companies Act 2006;

**AGM:** has the meaning given to it in article 27;

**Articles:** means the Company's articles of association for the time being in force;

**Assurance Framework:** means the local assurance framework adopted by the Company from time to time and approved by the Accountable Body in accordance with the requirements of the government's national assurance framework;

**Bankruptcy:** includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**Business Day:** means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

**Chair:** has the meaning given to it in article 14.1;

**Conflict:** means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

**Director:** means a director of the Company and includes any person occupying the position of director, by whatever name called;

**Document:** includes, unless otherwise specified, any document sent or supplied in electronic form;

**Electronic form:** has the meaning given in section 1168 of the Act;

**Eligible Director:** means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 15, any director whose vote is not to be counted in respect of the particular matter);

**LEP Area:** means the county of Buckinghamshire or such other geographical area as is assigned to the Company by government from time to time;

**Member:** means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

**Model Articles:** means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

**Objects:** has the meaning given to it in article 2.1 and **object** shall mean any one of them;

**Ordinary resolution:** has the meaning given in section 282 of the Act;

**Private Sector Director:** means a natural person working in or connected with the private sector who has the characteristics from time to time contained in the Assurance Framework;

**Public Sector Director:** means a natural person working or connected with the public sector who has the characteristics from time to time contained in the Assurance Framework;

**Scheme of Delegation:** has the meaning given to it in article 7.2;

**secretary:** means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

**special resolution:** has the meaning given in section 283 of the Act;

**subsidiary:** has the meaning given in section 1159 of the Act;

**writing:** means 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.

- 1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6. Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7. The Model Articles shall not apply to the Company.

## **2. OBJECTS**

2.1. The objects for which the Company is established (**Objects**) are:

2.1.1. to stimulate economic growth, productivity, employment, community development, job creation, inward investment, training and development, and commerce in the LEP Area; and

2.1.2. to promote the LEP Area positively at regional, national, European and international levels on matters affecting its economic development.

## **3. POWERS**

3.1. In pursuance of the Objects, the Company has the powers to:

3.1.1. do all such things which in the opinion of the directors are in the best interests of the Company and its Members; and

3.1.2. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

## **4. INCOME**

4.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.

4.2. No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:

4.2.1. reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;

4.2.2. any interest on money lent by any Member or any director at a reasonable and proper rate;

4.2.3. reasonable and proper rent for premises demised or let by any Member or director; or

4.2.4. reasonable out-of-pocket expenses properly incurred by any director.

## **5. WINDING UP**

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid,

shall not be paid or distributed to the Members but shall be transferred to similar bodies or another body with objects similar to those of the Company within the LEP Area.

## **6. GUARANTEE**

6.1. The 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 its being wound up while he is a Member or within one year after he ceases to be a Member, for

6.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;

6.1.2. payment of the costs, charges and expenses of the winding up; and

6.1.3. *adjustment of the rights of the contributories among themselves.*

### **Directors: general**

## **7. DIRECTORS' GENERAL AUTHORITY AND CONDUCT**

7.1. Subject to these Articles, directors are responsible for the management of the Company's business and may exercise all the powers of the Company accordingly.

7.2. Each of the directors shall use their respective rights and powers to procure, so far as they are each able, that decisions of the Company are carried out in accordance with the Assurance Framework and any scheme of delegation for the time being and adopted by the Company contained in the Assurance Framework (**Scheme of Delegation**).

7.3. Subject always to the Act, in their conduct of the Company's business the directors shall at all times:

7.3.1. conduct themselves in a professionally responsible manner;

7.3.2. have due regard to all confidentiality obligations concerning the Company's business;

7.3.3. observe the seven principles as set out by The Committee on Standards in Public Life (as amended from time to time); and

7.3.4. comply with the provisions of the Assurance Framework.

## **8. DIRECTORS MAY DELEGATE**

8.1. Subject to the Articles:

8.1.1. the board of directors may delegate any of the powers which are conferred on them under the Articles and which are in line with the Assurance Framework:

i. to such person or committee;

ii. by such means (including power of attorney);

iii. to such an extent;

iv. in relation to such matters or territories; and

v. on such terms and conditions;

as they think fit.

8.1.2. the board of directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **9. COMMITTEES AND SUB-BOARDS**

The rules of procedure for all or any committees and sub-boards shall be as set out in the Assurance Framework.

### **Directors: decision-making**

## **10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

10.1. The general rule about decision-making is that any decision of the directors must be a majority decision taken in one of the following ways (or a unanimous decision taken in accordance with article 11):

10.1.1. on show of hands at a meeting of the directors; or

10.1.2. by written resolution, copies of which have been signed by a majority of the Eligible Directors or to which a majority of the Eligible Directors have otherwise indicated agreement in writing.

10.2. A decision may not be taken in accordance with this article 10 if the Eligible Directors purporting to take the decision would not have formed a quorum had the decision taken place in a meeting.

## **11. UNANIMOUS DECISIONS**

11.1. A decision is taken in accordance with this article 11 when all Eligible Directors indicate to each other by email response or by any other electronic means that they share a common view on a matter.

11.2. A decision may not be taken in accordance with this article 11 if the Eligible Directors purporting to take the decision would not have formed a quorum had the decision taken place in a meeting.

## **12. DIRECTORS' MEETINGS**

12.1. Directors' meetings shall take place at approximately every two months.

12.2. Notwithstanding the provisions of article 12.1 meetings of the directors are called by the Chair or Deputy Chair by giving not less than 10 Business Days' notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.

12.3. A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

### **13. QUORUM FOR DIRECTORS' MEETINGS**

- 13.1. At a meeting of the directors, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2. The quorum for the transaction of business at a meeting of directors is any seven Eligible Directors.
- 13.3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors.

### **14. CHAIRING OF DIRECTORS MEETINGS AND APPOINTMENT OF DEPUTY CHAIR**

- 14.1. The Company shall have at all times appointed a chairperson, who shall be a Private Sector Director and who shall be appointed in accordance with the process set out in the Assurance Framework and the person so appointed for the time being is the **Chair**.
- 14.2. The Private Sector Directors may appoint a Private Sector Director to act as a deputy to the Chair (**Deputy Chair**) in accordance with the process set out in the Assurance Framework for such purposes as the directors may determine.
- 14.3. Subject to clause 21.3, a Chair or Deputy Chair (as applicable) shall be appointed for periods of no more than three years, such appointment ending at the board meeting falling closest to the third anniversary of their appointment (or re-appointment). Unless otherwise determined by special resolution, the Chair or Deputy Chair (as applicable) shall be entitled to put themselves forward for re-election for a further period of three years provided that no Chair or Deputy Chair shall be able to serve more than six years in their respective role.
- 14.4. Where the Chair puts him or herself forward for re-election, such election shall occur at the board meeting at which their board appointment ends in accordance with article 14.3.
- 14.5. In the case of the Deputy Chair, they shall be re-elected in accordance with the Assurance Framework or in the absence of such arrangements, as the Private Sector Directors shall between themselves agree.

### **15. CASTING VOTE**

- 15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair or Deputy Chair (as applicable) has a casting vote.
- 15.2. But this does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or Deputy Chair chairing the meeting is not an Eligible Director for the purposes of that meeting (or part of a meeting).

### **16. DIRECTORS' CONFLICTS OF INTEREST**

Without prejudice to the provisions of the Act, the directors must at all times comply with any conflict of interest policy for the time being included in the Assurance Framework in relation to any Conflict.



**17. RECORDS OF DECISIONS TO BE KEPT**

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

**18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

Subject to these articles, the directors may make any rule which they think fit about how they and any committees formed by them take decisions, and about how such rules are to be recorded or communicated to directors.

**Directors: numbers and appointment**

**19. NUMBER OF DIRECTORS**

- 19.1. The Company shall have appointed to the board the number of directors set out in the Assurance Framework.
- 19.2. Notwithstanding the provisions of the Assurance Framework, the Company shall at no time have appointed more than seven directors who are also directors of any single body promoting economic development in the LEP Area.

**20. APPOINTMENT OF DIRECTORS**

- 20.1. The board of directors shall be composed of Private Sector Directors, Public Sector Directors and the chief executive for the time being appointed to the Company.
- 20.2. Upon a vacancy arising for a Private Sector Director, such appointment shall take place in accordance with the open recruitment exercise contained in the Assurance Framework.
- 20.3. Public Sector Directors shall be appointed in accordance with the process set out in the Assurance Framework.

**21. RETIREMENT OF DIRECTORS**

- 21.1. Private Sector Directors shall retire from office from the end of the third anniversary of their appointment. Subject to articles 21.2 and 21.3, such retiring director shall be eligible for re-election by the Members at the next general meeting.
- 21.2. A retiring director shall, subject to article 21.3, be eligible for re-election for further periods of three years.
- 21.3. Any director (including the Chair and Deputy Chair) who shall have served for a total term of six years shall not be entitled to be re-elected.

**22. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 22.1. A person ceases to be a director as soon as:
  - 22.1.1. that person ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director;

- 22.1.2. that person shall for more than six months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person's office be vacated;
  - 22.1.3. a Bankruptcy order is made against that person;
  - 22.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 22.1.5. notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - 22.1.6. two-thirds of the board of directors resolve that the person has failed to conduct themselves in accordance with article 7 and should as a consequence be removed from office; or
  - 22.1.7. in the case of a Public Sector Director, they cease for any reason to be (as applicable) a leader, deputy leader or relevant portfolio holder of the relevant local authority or, where the Public Sector Director is an employee of an authority, when that director ceases for any reason to be an employee.
- 22.2. Save where a director is a Public Sector Director, a director shall upon ceasing to be a director shall at the same time cease to be a Member.

#### **Directors: alternate directors and miscellaneous**

### **23. APPOINTMENT AND REMOVAL OF ALTERNATES**

- 23.1. Public Sector Directors (other than an alternate Public Sector Director) may appoint as an alternate any other senior elected councillor (leader, deputy leader or relevant portfolio holder) from his or her local authority, or any other senior executive (chief executive or executive director or equivalent) approved by resolution of the directors, to:
- 23.1.1. exercise that director's powers; and
  - 23.1.2. carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- 23.2. Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.
- 23.3. The notice must:
- 23.3.1. identify the proposed alternate; and
  - 23.3.2. in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

## **24. SECRETARY**

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

### **Members: becoming and ceasing to be a Member**

## **25. MEMBERSHIP**

25.1. Subject to article 20.1, the directors from time to time shall be the only Members and a director shall become a member on becoming a director.

25.2. A Member shall cease to be a Member if they cease to be a director.

## **26. TRANSFER OF MEMBERSHIP**

Membership shall not be transferable.

### **Decision making by Members: general meetings**

## **27. ANNUAL GENERAL MEETING**

The Company shall hold an annual general meeting (**AGM**) at least once every calendar year to be held within the LEP Area and which shall be open to the general public save for items that are determined by the Chair to be commercially sensitive

## **28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

28.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

28.2. A Member is able to exercise the right to vote at a general meeting when:

28.2.1. that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

28.2.2. that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

28.3. The directors may make whatever arrangements they consider appropriate to enable those Members attending a general meeting to exercise their rights to speak or vote at it.

28.4. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

## **29. QUORUM FOR GENERAL MEETINGS**

- 29.1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 29.2. The quorum for a general meeting is seven Members and of these Members, five must be Private Sector Directors and two must be Public Sector Directors.

## **30. CHAIRING GENERAL MEETINGS**

- 30.1. The Chair or, in his or her absence, the Deputy Chair shall preside as chair of every general meeting.
- 30.2. If neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the meeting shall be adjourned and reconvened.

## **31. ATTENDANCE AND SPEAKING BY NON-MEMBERS**

The Chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting and, in the case of an AGM, the Chair of the meeting is obliged to permit such other persons who are not Members of the Company to speak.

## **32. ADJOURNMENT**

- 32.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
  - 32.2.1. the meeting consents to an adjournment; or
  - 32.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3. The chair of the meeting must adjourn a general meeting if directed to do so by at least 50% of the Members present at the meeting.
- 32.4. When adjourning a general meeting, the chair of the meeting must:
  - 32.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
  - 32.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- 32.5.1. to the same persons to whom notice of the company's general meetings is required to be given; and
  - 32.5.2. containing the same information which such notice is required to contain.
- 32.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### **Voting at general meetings**

### **33. VOTING: GENERAL**

Without prejudice to any other provision of these Articles, a resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

### **34. ERRORS AND DISPUTES**

- 34.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 34.2. Any such objection must be referred to the chair of the meeting whose decision is final.

### **35. POLL VOTES**

- 35.1. A poll on a resolution may be demanded:
  - 35.1.1. in advance of the general meeting where it is to be put to the vote; or
  - 35.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2. A poll may be demanded by:
  - 35.2.1. the chair of the meeting;
  - 35.2.2. the directors;
  - 35.2.3. two or more persons having the right to vote on the resolution; or
  - 35.2.4. a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 35.3. A demand for a poll may be withdrawn if:
  - 35.3.1. the poll has not yet been taken; and
  - 35.3.2. the chair of the meeting consents to the withdrawal.
- 35.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

## **36. CONTENT OF PROXY NOTICES**

- 36.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 36.1.1. states the name and address of the Member appointing the proxy;
  - 36.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 36.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 36.1.4. is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 36.2. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 36.3. Unless a proxy notice indicates otherwise, it must be treated as:
- 36.3.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 36.3.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **37. DELIVERY OF PROXY NOTICES**

- 37.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 37.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 37.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **38. AMENDMENTS TO RESOLUTIONS**

- 38.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 38.1.1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

- 38.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.2. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

#### **Administrative arrangements**

### **39. MEANS OF COMMUNICATION TO BE USED**

- 39.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
  - 39.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
  - 39.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - 39.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
  - 39.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 39.2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

### **40. INDEMNITY AND INSURANCE**

- 40.1. Subject to article 40.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
  - 40.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer *in the actual or purported execution and/or discharge of his duties, or in relation to them* including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for

negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

- 40.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 40.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 40.2. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 40.3. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 40.4. In this article:
  - 40.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - 40.4.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
  - 40.4.3. a **relevant officer** means any director or other officer or former director or other officer of the Company , but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor.