

Special Resolution

Coventry and Warwickshire Reinvestment Trust - 5188971

Special resolution dated 14th December 2010

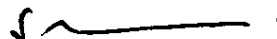
It was resolved at the General Meeting dated 14th December 2010 held in accordance with the existing memorandum and articles of association that the articles of association be amended on Page 2 as indicated.

The meeting was quorate and approved unanimously after a resolution duly proposed and seconded was passed in a free vote.

Signed on behalf of The Company

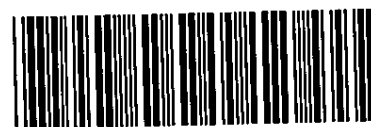
A large, stylized signature in black ink, consisting of a large loop and a long horizontal stroke.

Michael Bygrave – Secretary

A smaller, more fluid signature in black ink, consisting of a few connected loops.

Steve Mason - Director

MONDAY



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COMPANIES HOUSE

Articles of Association of
**Coventry and Warwickshire Reinvestment
Trust Ltd**

5188971

A COMPANY LIMITED BY GUARANTEE

Definitions

- 1 Words and expressions used in these articles shall have the meanings ascribed to them in article 68

Members

- 2 The first Members of the Company shall be the Subscribers to the Memorandum of Association. The Directors may, at their discretion, admit to Membership individuals aged 18 years or over and organisations who are supportive of the objects of the Company, and who have paid or agreed to pay the annual subscription for the time being in force

Register of Members

- 3 The Company shall maintain a Register of Members in which shall be recorded the name and address of every Member, and the dates on which they became a Member and on which they ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member, and in the case of a Member organisation, a duly authorised officer shall sign on its behalf. A Member shall notify the Secretary in writing within seven days of a change to her, his or its name or address

Cessation of Membership

- 4 The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such
- 5 A Member shall cease to be a Member if s/he or it
 - (a) resigns in writing to the Secretary, or
 - (b) fails to pay the annual subscription within three months after the date it became due, or
 - (c) is wound up or goes into liquidation, if an organisation, or
 - (d) is expelled at a Board of Directors meeting for conduct prejudicial to the Company

General Meetings

- 6 The Company shall in each calendar year hold a General Meeting in place of an Annual General Meeting and shall specify the meeting as such in the notices calling it
- 7 The business of this General Meeting shall comprise
 - (a) the consideration of the Report and Accounts presented by the Directors,
 - (b) the election of Directors, or the announcement of the results of such elections if these have been conducted by ballot prior to the meeting,
 - (c) the fixing of annual subscriptions,
 - (d) the appointment and the fixing of the remuneration of the auditor or auditors,
 - (e) such other business as may have been specified in the notices calling the meeting
- 8 An Annual General Meeting will be convened if 20 per cent of the members request such a meeting
- 9 The Directors may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by 20 per cent of the Members of the Company, as provided by section 368 of the Act

Proceedings at General Meetings

- 10 No business shall be transacted at a General Meeting unless a quorum is present Unless and until otherwise decided by a General Meeting, three Members or one-fifth of the total Membership, whichever is the greater, shall be a quorum
- 11 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved In any other case it shall stand adjourned until such time and place as the Directors may decide, and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting The Members present at a meeting so adjourned shall constitute a quorum for that meeting only
- 12 At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the Members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 13 The Chairperson may with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

Voting at General Meetings

- 14 Decisions at General Meetings shall be made by passing resolutions

- (a) Decisions involving an alteration to the memorandum or articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast.
- 15 On any resolution to be decided, only Members present in person (including the representatives of Member organisations) shall be entitled to cast a vote. Proxy voting is not permitted.
 - 16 Only one vote may be cast by or on behalf of each Member on any particular resolution.
 - 17 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by the Chairperson or by at least two Members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost, 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 proportions of the votes cast in favour or against such resolution.
 - 18 If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each Member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
 - 19 No secret ballot shall be demanded on the election of a Chairperson for the meeting or on any question of adjournment.
 - 20 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
 - 21 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
 - 22 A resolution in writing, signed by all the Members for the time being entitled to attend and vote at a General Meeting, shall be valid and effective as if it had been passed at a General Meeting duly convened, and may consist of several documents in the same form, each signed by one or more Members.

Notices

- 23 An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a Director shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed as follows:
 - (a) in the case of an Annual General Meeting, by all those entitled to attend and vote,
 - (b) in the case of any other General Meeting, by at least 95 per cent of those entitled to attend and vote.

- 24 Notice of every General Meeting shall be given in writing to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice, and shall be given personally or sent by post to each Member at the address recorded in the Register of Members and to other persons at their Registered Office
- 25 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Director or the auditor, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be specified
- 26 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. Notice shall be deemed to have been served
- (a) immediately on being handed to the Member personally,
 - (b) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - (c) two clear days after being sent by post to that address, or
 - (d) immediately the Member acknowledges receipt if this is sooner than is required by the above
- 27 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting

Board of Directors

- 28 The Company shall have a Board of Directors comprising not less than five and not more than fifteen
- 29 For the avoidance of doubt, Directors are company directors within the meaning of company law
- 30 The initial Directors shall be appointed by the subscribers to the memorandum. Subsequently Directors shall be elected by and from the membership at (or prior to) the Annual General Meeting
- 31 From the Company's second Annual General Meeting onwards, only people who have been Members for at least six months may stand for election as Directors
- 32 The election of Directors shall be conducted in accordance with such procedures as may be established and amended from time to time by the Directors. Directors may be elected at the Annual General Meeting by the members present, or prior to the Annual General Meeting by a ballot of the Members
- 33 If the number of Directors is less than the maximum prescribed in these articles, the Directors may co-opt other Members to serve on the Board of Directors, provided that at no time shall more than one-third of the Directors comprise co-opted members. Co-opted Directors need not have been Members for six months at the time of their co-option
- 34 At every fifth Annual General Meeting, one-third of the elected Directors shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that nearest to one-third. The Directors to retire shall be those longest in office

since their last election Where there are Directors who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot

35 Retiring Directors shall be eligible for re-election or further co-option

36 Under no circumstances shall any of the following serve as Directors

- (a) persons aged under 18 years,
- (b) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors,
- (c) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as Company Directors

Disqualification and removal of Directors

37 The office of a Director shall be immediately vacated if s/he

- (a) resigns her/his office in writing to the Company, or
- (b) fails to attend three consecutive Directors' meetings without good reason, and the remaining Directors decide that s/he shall vacate office by reason of such absence, or
- (c) in the opinion of a majority of the Directors, fails to declare her/his interest in any contract as referred to in article 52, or
- (d) becomes bankrupt or is in breach of any county court administration order, or
- (e) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act, or
- (f) is disqualified by law from serving as a director of a company or as a Charity Director

Honorary Officers

38 The Company shall have a Chairperson and such other officers as the Directors may see fit Honorary officers shall be elected by the Directors from amongst their own number at the first Directors' meeting following the Annual General Meeting in each year

39 In the event of a casual vacancy occurring in any officer post, the Directors may appoint one of their number to fill such vacancy until the next Annual General Meeting

Powers and Duties of the Board of Directors

40 The business of the Company shall be managed by the Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting

41 No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made

42 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Directors shall from time to time direct, provided that all

instruments of expenditure above a certain limit specified by the Directors must be signed by at least two Directors

- 43 Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law
- 44 The Directors may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the remaining Directors may act for the purposes of increasing their number, or of summoning a General Meeting of the Company, but for no other purpose

Sub-Committees

- 45 The Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Directors, which regulations shall always include provision for regular and prompt reports to the Directors

Proceedings of the Board of Directors

- 46 The Directors may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit
- 47 The Secretary on the requisition of two or more Directors shall summon a meeting of the Directors by giving reasonable notice to all their number. It shall not be necessary to give notice of a meeting of the Directors to any of Director for the time being absent from the United Kingdom
- 48 The quorum necessary for the transaction of the business of the Board of Directors shall be three Directors
- 49 At every meeting of the Directors the Chairperson of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the Directors present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner
- 50 Questions arising at any meetings shall be decided by a majority of votes, each Director having one vote on each question to be decided. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote
- 51 A Director shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it
- 52 The Directors shall cause accurate records to be made of
- (a) the name, details and date of appointment of all persons appointed to office,
 - (b) the names of the Directors, officers, Members, representatives and other persons present at all General, Directors' and Sub-Committee meetings of the Company,
 - (c) minutes of all proceedings and resolutions at all General, Directors' and Sub-Committee meetings of the Company

- 53 All such records and minutes shall be open to inspection at any reasonable time by any Director and by any person authorised by the Company in General Meeting Minutes of General Meetings shall be available for inspection by any Member of the Company at any reasonable time
- 54 All acts done by the Directors or by any person acting as a Director shall, even if it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director
- 55 A resolution in writing, signed by all the Directors for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Directors, and may consist of several documents in the same form, each signed by one or more Directors

Secretary

- 56 The Directors shall appoint a Secretary of the Company upon such conditions as they think fit, and any Secretary so appointed may be removed by them
- 57 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities

Accounts

- 58 The Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to
- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place,
 - (b) all sales and purchases of goods by the Company,
 - (c) the assets and liabilities of the Company
- 59 Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions
- 60 The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Directors think fit
- 61 The Directors shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections
- 62 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Directors' report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every Member of and every holder of debentures of the Company, provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures The auditor's report shall be open to inspection and shall be read before the meeting

Audit

- 63 In accordance with the law for the time being in force the Company may—if it is eligible to do so—apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
64. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Indemnity

- 65 Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Regulations

- 66 The Company in General Meeting or the Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Directors and Sub-Committees, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum or articles. All Members of the Company and the Directors shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

- 67 Clause 7 of the memorandum relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

Interpretations

68 In these articles

"The Act" means the Companies Act 1985 and any statutory re-enactment or modification of that Act in force

"The Company" means the company to which these articles apply

"The memorandum" means the Memorandum of Association of the Company

"The articles" means these Articles of Association

"The Board of Directors" means all those persons appointed to perform the duties of directors of the Company and "Director" means a director

"Secretary" means any person appointed to perform the duties of the Secretary of the Company

"Clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect

"Employee" means anyone holding a current contract of employment with the Company

"The Commissioners" means the Company Commissioners for England and Wales

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and associations if not inconsistent with the context Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act