



FILE COPY

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

Company Number **10543018**

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

**STOCKPORT TOWN CENTRE BUSINESS
IMPROVEMENT DISTRICT (BID) LTD**

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 **30th December 2016**



N105430189



Companies House



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

IN01

Application to register a company



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

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

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. If
this, please use form LL IN01.
Do not use this form if any individual
with significant control is applying
or has applied for protection
having their details disclosed in the
public register. Contact enquiries at
companieshouse.gov.uk to get a
separate form

For further information, please
refer to our guidance at



Part 1 Company details

A1	Company name	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
	Check if a company name is available by using our name availability search www.companieshouse.gov.uk/info	
	Please show the proposed company name below	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
Proposed company name in full ①	STOCKPORT TOWN CENTRE BUSINESS IMPROVEMENT DISTRICT (BID) LTD	
For official use	1 0 5 4 3 0 1 8	

A2	Company name restrictions ②	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
	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	
	<input type="checkbox"/> 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	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ③	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
	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	
	<input type="checkbox"/> 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	

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Application to register a company

A4

Company type^①

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

① Company type

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

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities ^②

Classification code 1	9	4	1	1	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

② 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

A6

Situation of registered office ^③

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

③ 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

A7	Registered office address 	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
	Please give the registered office address of your company	
Building name/number	30	
Street	GREEK ST	
Post town	STOCKPORT	
County/Region		
Postcode	S K 3 8 A D	

A8	Articles of association 	For details of which company type can adopt which model articles, please go to our website 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
	Please choose one option only and tick one box only	
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. <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 one 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.	

A9	Restricted company articles 	Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.gov.uk/companieshouse
	Please tick the box below if the company's articles are restricted. <input type="checkbox"/>	

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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 ③**

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

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

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

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

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	→ Yes Complete Section C3 only	
	→ No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered ②		② EEA A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4	
Title*	MRS
Full forename(s)	JEAN DONALD
Surname	WALKER
Former name(s) ^②	WARDEN
Country/State of residence ^③	ENGLAND
Nationality	BRITISH
Month/year of birth ^④	X X 1 1 1 9 5 4
Business occupation (if any) ^⑤	SOLICITOR

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

D2 Director's service address ^⑥	
Please complete the service address below You must also fill in the director's usual residential address in Section D4	
Building name/number	30
Street	GREEK ST
Post town	STOCKPORT
County/Region	
Postcode	S K 3 8 A D
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

D1	Director appointments ¹	
	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)	HARRY MALCOLM GUY	
Surname	HURST.	
Former name(s) ²	-	
Country/State of residence ³	ENGLAND	
Nationality	BRITISH	
Month/year of birth ⁴	XX 02 1950	
Business occupation (if any) ⁵		

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.

D2	Director's service address ¹	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	7	
Street	LANS DOWN CLOSE	
Post town	CHEADLE HULME, CHEADLE.	
County/Region	CHESHIRE	
Postcode	SK8 7HF.	
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 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

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4

- 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

Title*	MRS
Full forename(s)	HELEN MARION
Surname	WHITE
Former name(s) ②	
Country/State of residence ③	UK
Nationality	BRITISH
Month/year of birth ④	XX 02 1955
Business occupation (if any) ⑤	MARKETING DIRECTOR

D2

Director's service address ⑥

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

- 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

Building name/number	PEPPER HOUSE
Street	PEPPER ROAD HAZEL GROVE
Post town	STOCKPORT
County/Region	UK
Postcode	SK7 5DP
Country	UK

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		

① Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

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

E2	Location of the registry of the corporate body or firm
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only

E3	EEA companies ②
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register
Where the company/firm is registered ③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4	Non-EEA companies
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
If applicable, the registration number	

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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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
---	---	------------------	---	--

Currency table A

Totals				

Currency table B

Totals				

Currency table C

Totals				

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)			

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>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages</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						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

- Yes Complete the sections below
- No Go to Part 5 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	JEAN DONALD
Surname ①	WALKER
Address ②	THE CROFT, SOUTH CHURCH ST BAKEWELL
Postcode	DE45 1FD
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	HARRY MALCOLM GUY
Surname ①	HURST
Address ②	7 LANSDOWN CLOSE, CHEADLE HULME
Postcode	SK8 6HB
Amount guaranteed ③	£1
Class of member (if applicable) ④	

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Subscriber's details

Forename(s) ①	HELEN MARION
Surname ①	WHITE
Address ②	PEPPER HOUSE, PEPPER ROAD, HAZEL GROVE STOCKPORT
Postcode	S K 7 5 D P
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

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

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

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 control¹

- ☐ 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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Application to register a company

Individual PSC

H3	Individual's details	
	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*		
Full forename(s)		
Surname		
Country/State of residence ^①		
Nationality		
Month/year of birth ^②	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	

① Country/State of residence
This is in respect of the usual residential address as stated in section H6

② Month and year of birth
Please provide month and year only

H4	Individual's service address^①	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6	
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></div> </div>	
Country		

① Service address
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.

IN01

Application to register a company

H7

Nature of control for an individual¹

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

¹ Tick each that apply

H8

Nature of control by a firm over which the individual has significant control¹

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

¹ Tick each that apply

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

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

¹ Tick each that apply

IN01

Application to register a company

Individual PSC

H3	Individual's details	
	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*		
Full forename(s)		
Surname		
Country/State of residence ^①		
Nationality		
Month/year of birth ^②	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	

① Country/State of residence
This is in respect of the usual residential address as stated in section H6

② Month and year of birth
Please provide month and year only

H4	Individual's service address^①	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6	
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></div> </div>	
Country		

① Service address
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.

IN01

Application to register a company

H7

Nature of control for an individual^①

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

① Tick each that apply

H8

Nature of control by a firm over which the individual has significant control^①

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

① Tick each that apply

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ¹

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

¹ Tick each that apply

IN01

Application to register a company

Relevant legal entity (RLE)

I1 RLE details ^①	
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 ^①	
Country/State ^①	
Registration number ^①	

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

13

Nature of control for the RLE ^①

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 ^①

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 ^①

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

① Tick each that apply

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^o

Please show how the ORP has significant control over the company

o 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 ^o

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

o 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

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ^①

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

① 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 ^①

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

^① 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 ^②

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

^② 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 ^③

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

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election

^③ 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 ^①

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

^① 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 ^②

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

^② **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	JAMES THOMAS (THE MEANS)
Building name/number	UNIT 3, 21-25
Street	WEST END
Post town	LLANELLI
County/Region	CARMARTHENSHIRE
Postcode	S A I 5 3 D N
Country	UK
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	<div>Signature X  X</div>

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 JAMES THOMAS

Company name THE MEANS

Address UNIT 3, 21-25 WEST END,

Post town LLANELLI

County/Region CARMARTHENSHIRE

Postcode SA1 5 3 DN

Country UK

DX

Telephone 07921 691380



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



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 or email enquiries@companieshouse.gov.uk

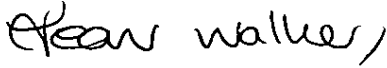

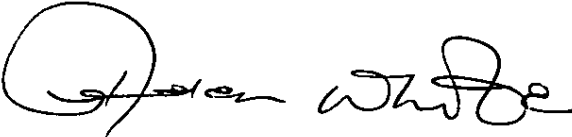
This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of ~~insert company name~~

STOCKPORT TOWN CENTRE BUSINESS IMPROVEMENT DISTRICT (BID) LTD

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

Name of each subscriber	Authentication by each subscriber
JEAN DONALD WALKER	
HARRY MALCOLM GUY HURST	
HELEN MARION WHITE	

Dated 23rd December 2016

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

**STOCKPORT TOWN CENTRE BUSINESS IMPROVEMENT DISTRICT (BID)
Ltd**

Incorporated on

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

STOCKPORT TOWN CENTRE BUSINESS IMPROVEMENT DISTRICT (BID) Ltd

1. INTERPRETATION AND LIMITATION OF LIABILITY

1 1 In the Articles, unless the context requires otherwise:

"appointor" has the meaning given in Article 29 1,

"Articles" means these articles of association,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"the BID" means the Stockport Town Centre Business Improvement District,

"BID Area" means the area within which the Company operates the BID,

"BID Levy" means the charge to be levied and collected against the businesses situated within the area of the BID,

"BID Members" means those members of the Company who are non-domestic ratepayers responsible for paying the BID Levy and who were eligible to have voted in the ballot conducted by Council in respect of the BID,

"BID Proposal" means the plan voted for by the BID Members which sets out the objectives of the BID,

"the board" means the directors of the Company acting collectively,

"Business Club" means the group set up by the Company to allow non-levy paying businesses situate in the BID area to benefit from the services provided by the Company in return for an agreed annual subscription,

"chairman" has the meaning given in Article 35,

"chairman of the meeting" has the meaning given in Article 10 3,

"Community" means the BID Area and its environs,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to 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,

"Dual Voting System" means the dual voting system as set out in the Local Government Act 2003,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"Large Business" means a BID Member that employs more than 250 employees,

"Local Authority Representative" means an individual representing a local authority from the council,

"Landowners" means those Voluntary Members who are freehold or leasehold owners of premises/property within the BID Area,

"Local Authorities" means local councils (including parish councils and town councils),

"members" means BID Members, Residential Members, Public Sector Members and Voluntary Members collectively,

"Membership Agreement" means an agreement to be entered in to between a Voluntary Member or Residential Member and the Company which sets out the basis of membership of the Company and set out the terms of the annual subscription and/or basis upon which voluntary payments shall be made,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"participate", in relation to a directors' meeting, has the meaning given in Article 33,

"proxy notice" has the meaning given in Article 16 1,

"Public Sector Members" means those members of the Company consisting of Strategic Agencies or Local Authorities or such other bodies from the public sector as may be admitted as members,

"Representatives" means the Local Authority Representative(s) and any representative from any Strategic Agency collectively,

"Residential Members" means those members of the Company that are representatives of a group or association of two or more persons residing in the BID Area and that are not BID Members or Voluntary Members,

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 40 1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, and

"Small Business" means a BID Member that employs up to 50 employees,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"Strategic Agency" means any government body, public sector body or regional body within the United Kingdom,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006,

"United Kingdom" means Great Britain and Northern Ireland,

"Voluntary Contributions" means contributions paid to the Company by Voluntary Members to be used towards securing or procuring the BID Proposal and its objectives,

"Voluntary Members" means those members of the Company who are not BID Members or entitled to be members of the Business Club but who make voluntary payments to the Company for the purposes of securing or procuring the BID Proposal,

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered

"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 **Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.**

1 3 **In these Articles, any reference to a provision of any statute shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.**

1 4 **The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.**

1 5 **In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa.**

2. LIABILITY OF MEMBERS

2 1 **The liability of each member is limited to £1, 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:**

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

3. OBJECTS

3 1 **The Company's objects are:**

- (a) To provide, promote, facilitate and advance directly or indirectly the Community as a better and sustainable place to live, work and visit,
- (b) To provide, promote and advance directly or indirectly the regeneration and sustainable economic and social well being of the Community,
- (c) To promote and advance directly or indirectly and assist business in the Community,
- (d) To secure or procure the objectives and aspirations set out in the Company's BID Proposal,
- (e) To promote such other purposes for the general benefit of the public or sections of the public (including individual communities defined by the geographical areas in which they live or work) in the Community as the Company shall think fit,

3 2 **In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers:**

- (a) To carry out any act which is within, conducive to or facilitated by Part 4 of the Local Government Act 2003 (as may be amended) or such regulations regulating the operation of business improvement districts as may be prescribed by the Secretary of State,
- (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the furtherance of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company,
- (c) To sell, let, sub-let, lease, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient and to accept surrenders of leases and tenancies and to make allowances to and arrangements with tenants, as may be deemed expedient in the interests of the Company,
- (d) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company, and to hold and administer any property or funds subject to any such trust,
- (e) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit,
- (f) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities and property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (g) Either alone or jointly with any person or body of persons, to promote or approve any Act of Parliament, Royal Charter or other measure with a view to the attainment of the objects of the Company, or any of them, and to oppose any bills, proceedings or applications which may prejudice the attainment of the objects of the Company, or any of them, and for all or any of the purposes aforesaid to petition Parliament, to promote deputations and generally to take such steps and proceedings as may be deemed expedient,
- (h) To take or promote such lawful proceedings or measures as the Company may deem advisable against persons or bodies making false representations as to their qualifications for or proficiency in the practice of the Company, or as to their holding any certificate or diploma issued by or qualification of the Company
- (i) To produce, edit, print, publish, sell, hire or otherwise deal in journals, newspapers, magazines, periodicals, brochures, pamphlets and other literature, and to disseminate by means of cinema and other exhibitions, television or radio broadcasting or otherwise information of such matters as appertain and relate and are ancillary to the Company or that may in any way further the objects of the Company and to establish, support, or co-operate with any other charitable organisation whose aim is to publicise or promote the Company in a manner approved by the Company,
- (j) To take any gift of property, whether subject to any special trust or not, for any of the objects of the Company, and to take steps by personal or written appeals, public meetings, exhibitions, displays, competitions, or otherwise the Company as may from time to time be deemed expedient for procuring contributions, donations and annual or other subscriptions to the funds of the Company,

To establish and/or support or aid any establishment and any charitable association or institution and to subscribe and guarantee money or covenant money for charitable purposes in any way connected with the purposes of the Company,
- (k) To affiliate or co-operate with any other organised charitable body in the United Kingdom, Europe or elsewhere, having objects similar to those of the Company, with

a view to furthering the objects of the Company, and to amalgamate with any charitable company having objects similar to those of the Company,

- (l) To make such rules and regulations for the management and administration of the Company and for matters connected therewith as the Company in its discretion think fit and from time to time to so add amend vary revoke or replace any such rules and regulations but so that nothing in this sub-clause shall be deemed to authorise any application of any part of the investments and property held by or on behalf of the Company or the income thereof otherwise than in conformity with these Articles,
- (m) To appoint and constitute such committees, boards or bodies (whether advisory or not) as the Company may consider desirable for the better management and administration of the Company and to make amend vary revoke and replace rules and regulations for the purpose of defining their functions powers and organisation and also (if the Company shall think fit) to pay an honorarium or fee or salary to and defray expenses incurred by any member of such committee board or body appointed as aforesaid,
- (n) To apply for and take out, purchase or otherwise acquire, any patents, patent rights, brevets d'invention, inventions, licences, conversions, trade marks, or secret processes, which may further the objects of the Company, and to grant licences to use the same,
- (o) To pay all or any expenses incurred in connection with the promotion and incorporation of the Company,
- (p) To remunerate any person, firms or company rendering services to the Company, either by cash payment or otherwise,
- (q) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or all such other things as may be determined by the Board to be in the best interests of the Company

4. NO DISTRIBUTION TO MEMBERS

- 4 1 **The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 3.1 and no part of such property and income may be or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.**
- 4 2 **Nothing in this Article 4 prevents any payment in good faith by the Company:-**
 - (a) of interest on money lent to the Company by any member of the Company at a rate per annum not exceeding a reasonable and proper commercial rate,
 - (b) of reasonable and proper rent for premises demised or let to the Company by any member of the Company,
 - (c) of reasonable and proper remuneration to any member, officer or servant of the Company in return for any services actually rendered to the Company,
 - (d) to any director (or alternate director) of expenses under Article 27, or
 - (e) of any premium in respect of any such insurance as is permitted by Article 47
- 4 3 **If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company generally, but shall be given or transferred to:**

- (a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article 4,
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto,

such body or bodies to be determined by the members of the Company at or before the time of dissolution (whether or not a recipient body is a member of the Company)

5. MEMBERS

5 1 **The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company.**

5 2 **Membership of the Company shall be determined as follows:-**

- (a) **BID Members** – the subscribers to the Memorandum of Association and such other persons as the board shall admit as BID Members A BID Levy Payer shall be entitled to be a BID Member such members shall be required to submit an application for membership to the board in such form as the directors require Such person (other than BID Levy Payers) shall not be admitted as a BID Member unless first approved by the board,
- (b) **Voluntary Members** –prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require Such person shall not be admitted as a Voluntary Member unless first approved by the board Voluntary Members shall be required to enter into a Membership Agreement as a condition of membership,
- (c) **Residential Members** –prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require The board may admit as a Residential Member any person or body representing a group or association of **two** or more persons residing in the BID Area For the avoidance of doubt, applications from individual residents within the BID Area will not be accepted Such group or person shall not be admitted as a Residential Member unless first approved by the board,
- (d) **Public Sector Members** –prior to membership such members shall be required to submit an application for membership to the board in such form as the directors require Such person shall not be admitted as a Public Sector Member unless first approved by the board

5 3 **Any body admitted as a member of the Company that is not an individual shall nominate an individual to act as a representative of such body in respect of the Company from time to time and shall exercise all rights as a member provided that where such a body acts through a representative such body shall first deposit a letter of appointment of representative with the Company before such representatives shall have authority to act in respect of the Company**

5 4 **At no time shall a Local Authority Representative be permitted to be a member or director of the Company which would result in the total number of members or directors made up of Local Authority Representatives accounting for 20% or more of the overall number of members of the Company (to ensure that the Company shall not be under the control of a local authority and/or regulated, or subject to the influence of a local authority).**

5 5 **A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company provided that if such notice is served by a BID Member**

then it will be only be effective on the basis that the BID Member is moving from its premises located within the BID Area to premises outside the BID Area.

5 6 Membership shall not be transferable.

5 7 A member's membership terminates when, in the case of an individual, that person dies or, in any other case, ceases to exist.

6 GENERAL MEETINGS

6 1 The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than twelve months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the Company holds its first annual general meeting within twelve months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the board shall appoint. All meetings other than annual general meetings shall be called general meetings.

6 2 The Board may call general meetings and, on the request of members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

7. NOTICE OF GENERAL MEETINGS

7 1 General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.

7 2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

7 3 (a) Every notice convening a general meeting of the Company must comply with the provisions of:

(i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting, and

(ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies

(b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

7 4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

8. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

8 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.

8 2 A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person'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 persons attending the meeting

8 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

8 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.

8 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

9 QUORUM FOR GENERAL MEETINGS

9 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. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.

9 2 Seven BID Members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by proxy or, in the event that such member is a corporation, by corporate representative, are a quorum.

10. CHAIRING GENERAL MEETINGS

10 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

10 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start:

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

10 3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

11. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

11 1 Directors may attend and speak at general meetings, whether or not they are members.

11 2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

12. ADJOURNMENT

12 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 chairman of the meeting must adjourn it.

12 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman 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
- 12 3 **The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.**
- 12 4 **When adjourning a general meeting, the chairman of the meeting must:**
 - (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 12 5 **If the continuation of an adjourned meeting is to take place more than fourteen days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).**
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- 12 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.**
- 13 **VOTING AT GENERAL MEETINGS**
- 13 1 **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 these Articles.**
- 13 2 **Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.**
- 13 3 **Save as provided in Articles 13.4 and 13 5, on a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.**
- 13 4 **Where the vote is required for a material alteration of the BID Proposal only BID Members shall be entitled to vote and such voting shall be carried out in accordance with the Dual Voting System. A resolution proposing an alteration to the BID Proposal shall only be passed on a majority vote of the BID Members.**
- 14. **ERRORS AND DISPUTES**
- 14 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 is to tendered, and every vote not disallowed at the meeting is valid.**
- 14 2 **Any such objection must be referred to the chairman of the meeting whose decision is final.**
- 15. **POLL VOTES**
- 15 1 **A poll on a resolution may be demanded:**
 - (a) in advance of the general meeting where it is to be put to the vote, or

- (b) 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

15 2 A poll may be demanded by:

- (a) the chairman of the meeting,
- (b) the directors,
- (c) two or more persons having the right to vote on the resolution, or
- (d) 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

15 3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal

16. CONTENT OF PROXY NOTICES

16 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which.

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) is, together with any authentication of it demanded by the directors, received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote,

and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid

16 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

16 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

16 4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) 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
- (b) 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

17. DELIVERY OF PROXY NOTICES

17 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.

- 17 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.**
- 17 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.**
- 17 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.**

18 AMENDMENTS TO RESOLUTIONS

- 18 1 **An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:**
- (a) 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
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 18 2 **A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:**
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 18 3 **If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.**

19. WRITTEN RESOLUTION OF MEMBERS

- 19 1 (a) **Subject to Article 19.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.**
- (b) **The following may not be passed as a written resolution and may only be passed at a general meeting -**
- (i) **a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office, and**
 - (ii) **a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office**
- 19 2 **Save as provided in Articles 19.3 and 19.4, on a written resolution every member has one vote.**
- 19 3 **Where the resolution is for a material alteration of the BID Proposal only BID Members shall be entitled to vote. A resolution proposing an alteration to the BID Proposal shall be passed on a majority vote of the BID Members only.**
- ## **20 BOARD OF DIRECTORS**
- 20 1 **Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be a maximum of ten.**

- 20 2 After the first 6 months the board shall (if possible, and to the extent relevant persons are willing and able to act) consist of the minimum number of directors representative of the following:

- 1 Large Retailer
- 1 Small Retailer
- 1 Leisure and Hospitality
- 1 Office-based

1 member drawn from the Business Club

with the aim of ensuring geographical and demographic representation across and throughout the BID Area.

The number of directors drawn from the Business Club shall never exceed one.

- 20 3 If it is not possible to recruit directors representative of the above groups who are willing and able to act, the board may seek to appoint directors with relevant expertise from outside the BID area and such directors must be Voluntary Members..The following Representatives may also attend meetings of the directors:-

- 1 Vision Stockport Board Member
- 1 Local Authority Representatives – one Councillor/officer
- 2 Strategic Agency Representatives

And such other persons as are approved from time to time by the Board.

provided that for the avoidance of doubt such Representatives shall not exceed the numbers stated above and such Representatives shall perform only an advisory role to the board (and such other committees or sub-committees of the Company) and shall not be permitted to vote at any meeting of the directors nor become a director.

21. DIRECTORS' GENERAL AUTHORITY

- 21 1 The board has control over the affairs and property of the Company and is responsible for management of the Company's business. The board has authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 3.1.

22. MEMBERS' RESERVE POWER

- 22 1 The members may, by special resolution, direct the board to take, or refrain from taking, specified action.
- 22 2 No such special resolution invalidates anything which the board has done before the passing of the resolution.

23. DIRECTORS MAY DELEGATE

- 23 1 The board may delegate any of the powers which are conferred on it under the Articles:

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as the board thinks fit

23 2 If the board so specifies, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

23 3 The board may revoke any delegation in whole or part, or alter its terms and conditions.

24. COMMITTEES

24 1 Committees to which the board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the board.

24 2 The board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

25. APPOINTMENT AND RETIREMENT OF DIRECTORS

25 1 At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third rounded down shall retire from office; but if there is only one director who is subject to retirement by rotation, he shall retire.

25 2 The directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

25 3 If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

25 4 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-

(a) he is recommended by the directors, or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed

25 5 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed be required to be included in the Company's register of directors.

25 6 Subject as aforesaid and to Article 20 2, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

25 7 **The board may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors or the specific group of directors identified in article 20.2. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.**

25 8 **Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.**

26. TERMINATION OF DIRECTOR'S APPOINTMENT

26 1 **A person ceases to be a director as soon as**

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) 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,
- (e) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office

26 2 **The directors shall have the power to remove directors by simple majority vote made by them at any directors' meeting, provided that such removal does not cause the number of directors to go below the minimum number of directors prescribed by these Articles of Association.**

27. DIRECTORS' EXPENSES

27 1 **The Company may pay any reasonable expenses which the directors and/or any alternate directors properly incur in connection with their attendance at:**

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

28. DIRECTORS' APPOINTMENTS AND INTERESTS

28 1 **Subject to the provisions of the Companies Act 2006, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of**

service between the director and the Company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

- 28 2 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 28 3 Without prejudice to the powers conferred on the directors under Article 28 2, the Company may, by ordinary resolution, authorise any matter which would otherwise involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
- 28 4 Subject to the provisions of the Companies Act 2006, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 28 5 For the purposes of Article 28.4:
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

29. ALTERNATE DIRECTORS

- 29 1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:-
- (i) exercise that director's powers, and
 - (ii) carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor
- (b) 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. The notice must -
- (i) identify the proposed alternate, and
 - (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor

- 29 2 (a) **An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Article 8, as the alternate's appointor.**
- (b) **Except as these Articles specify otherwise, alternate directors -**
- (i) **are deemed for all purposes to be directors,**
 - (ii) **are liable for their own acts or omissions,**
 - (iii) **are subject to the same restrictions as their appointors, and**
 - (iv) **are not deemed to be agents of or for their appointors**
- (c) **A person who is an alternate director but not a director -**
- (i) **may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and**
 - (ii) **may sign or otherwise signify his agreement in writing to a written resolution in accordance with Article 31 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution)**

No alternate may be counted as more than one director for such purposes

- (d) **An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company**

29 3 An alternate director's appointment as an alternate terminates:-

- (a) **when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate,**
- (b) **on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director,**
- (c) **on the death of his appointor, or**
- (d) **when his appointor's appointment as a director terminates**

30. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 30 1 Any decision of the board must be either a majority decision at a meeting.**

31. CALLING A DIRECTORS' MEETING

- 31 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.**
- 31 2 Notice of a directors' meeting must be given to each director unless that director is abroad at the time), but need not be in writing Written notice sent to the last known address of a director shall be conclusive evidence that notice was given.**
- 31 3 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.**

32. PARTICIPATION IN DIRECTORS' MEETINGS

32 1 Directors participate in a directors' meeting, or part of a directors' meeting, in person or by electronic means, when:

- (a) the meeting has been called and takes place in accordance with these Articles, and**
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting**

32 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

32 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

33. QUORUM FOR DIRECTORS' MEETINGS

33 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

33 2 The quorum for the transaction of the business of the Board may be fixed by the directors and unless so fixed at any other number shall be two.

33 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

- (a) to appoint further directors, or**
- (b) to call a general meeting so as to enable the members to appoint further directors**

34. CHAIRING OF DIRECTORS' MEETINGS

34 1 The directors may appoint a director to chair their meetings

34 2 The person so appointed for the time being is known as the chairman.

34 3 The directors may terminate the chairman's appointment at any time.

34 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

35. CASTING VOTE

35 1 If the numbers of votes for and against a proposal at a directors' meeting are equal, the chairman or other director chairing the meeting has a casting vote.

35 2 But Article 36.1 does not apply if, in accordance with these Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

36. PROCEEDINGS OF DIRECTORS

36 1 Subject to Article 28.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.

36 2 For the purposes of this Article and Article 28, an interest of a person who is, for any purpose of the Companies Act 2006 (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an

interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

- 36 3 A director shall not be counted in the quorum present at a meeting or participate in a decision proposed to be made in accordance with Article 31 in relation to a decision on which he is not entitled to vote.
- 36 4 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the board or of a committee of directors or participating in a decision proposed to be made in accordance with Article 31.
- 36 5 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 36 6 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
- 37 6 A director shall not be considered to have a conflicting interest merely because he or she is a representative of a member of the Company.

37. RECORDS OF DECISIONS TO BE KEPT

- 37 1 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

38. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 38 1 The directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

39. SECRETARY

- 39 1 The directors may appoint a secretary to the Company (but are not obliged to do so) for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

40. MEANS OF COMMUNICATION TO BE USED

- 40 1 (a) Anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (b) Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website
- 41 2 (a) Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- (b) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 41 3 **A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.**
- 41 4 (a) **If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.**
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied
- (b) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website
- (c) For the purposes of this Article 42 4, no account shall be taken of any part of a day that is not a working day
- 42. COMPANY SEALS**
- 42 1 **The Company shall not have a common seal.**
- 43. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**
- 43 1 **The board may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.**
- 44. DIRECTORS' INDEMNITY**
- 44 1 **Subject to Article 44.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:**
- (b) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (c) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (d) any other liability incurred by that director as an officer of the Company or an associated company
- 44 2 **Article 44.1 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.**
- 44 3 **In this Article 44:**

- (b) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (c) a "relevant director" means any director or former director of the Company or an associated Company

45. INSURANCE

45 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

45 2 In this Article 45:

- (b) a "relevant director" means any director or former director of the Company or an associated Company,
- (c) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director'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
- (d) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

46. RULES

46 1 The board may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:

- (b) the admission and classification of members of the Company, and the rights and privileges of such members, the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
- (c) the conduct of members of the Company in relation to one another, and to the Company's officers and employees,
- (d) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
- (e) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles), and
- (f) any and all other matters as are commonly the subject matter of Company rules

46 2 The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.

46 3 Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.

46 4 The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.

46 5 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.