

**COMPANY NUMBER: 09851128**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**WATFORD BID LIMITED**

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**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**1 DEFINED TERMS**

In the Articles, unless the context requires otherwise:

**Act** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

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

**Authorised representative** means an individual who is authorised by a Member to act on his behalf at meetings of the Company in accordance with article 29.3 and whose name is given to the Secretary in any prescribed form.

**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.

**BID Area** means the area of Watford where the Company operates.

**BID or Business Improvement District** has the same meaning as in Part IV of the Local Government Act 2003.

**Business Plan** means the Watford Business Improvement District Business Plan 2016 - 2021.

**BID Levy** means the charge to be levied and collected against the BID Levy Payers within the BID area.

**BID Levy Payers** means those who are responsible for paying the BID Levy.

**BID Levy Members** means those BID Levy payers who have provided written confirmation to the Company that they wish to be formally admitted as BID Members.

**Board** means the Board of Directors of the Company.

**Chairman** has the meaning given in article 14.1.

**Chairman of the meeting** has the meaning given in article 36.3.

**Company** means Watford BID Limited, a Company incorporated under the laws of England and Wales with registered number 09851128.

**Co-optees** means those Directors co-opted by the Board in accordance with article 20.1(l).

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

**Local Authorities** means local councils (including Parish Councils and Town Councils).

**Objects** means the objects of the Company as set out in article 3.

**Member** has the meaning given in section 112 of the Companies Act 2006.

**Members** means all classes of Members collectively.

**Model Articles** means the model Articles for private companies limited by guarantee prescribed pursuant to the Companies Act 2006.

**Participate** in relation to a Directors' meeting, has the meaning given in article 12.

**Proxy notice** has the meaning given in article 39.

**Secretary** means any person appointed by the Directors to perform the duties of secretary.

**Vice Chairman** has the meaning given in article 14.2.

**Voluntary Contributions** means contributions paid to the Company by Voluntary Members or BID Levy Members to be used towards achieving the Objects of the Company.

**Voluntary Member** means a Member who has made or committed to make a Voluntary Contribution and has entered into a Voluntary Member's Agreement.

**Voluntary Members' Agreement** means an agreement entered into between a Voluntary Member and the Company which sets out the basis of a Voluntary Member's

membership of the Company and which sets out the terms of the annual subscription and /or basis upon which any payments shall be made.

**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.

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.

Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine and neuter genders; and words importing persons shall include individuals, corporations, unincorporated organisations and partnerships.

## **2 EXCLUSION OF MODEL ARTICLES**

The Model Articles shall not apply to the Company.

## **3 GENERAL**

3.1 The registered office of the Company shall be situated in England.

3.2 The Objects for which the Company is established are:

(a) to operate as the BID Proposer and BID Body for BID Arrangements in the Watford area and to manage such Arrangements in accordance with their Business Plans, as amended from time to time

(b) to expend the BID Levy on projects identified within the Business Plan(s) and on such other projects as the Board may approve;

(c) to promote business development and investment for the benefit of businesses within the BID Area(s) in conjunction with other organisations, entities or public bodies with whom the Company may have relationships from time to time;

(d) to develop strategies and deliver projects to support businesses and commercial properties in the BID Area(s);

(f) to encourage greater business participation in the development of business in the BID Area(s);

(g) to do all such things as are or may be deemed incidental or conducive to the attainment of the above Objects or any of them.

## **4 LIABILITY OF MEMBERS**

- 4.1 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 it being wound up while he is a Member or within one year after he ceases to be a Member, for:
- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member; and
  - (b) payment of the costs, charges and expenses of winding up;
  - (c) and for the adjustment of the rights of the contributors among themselves.

## **PART 2**

### **DIRECTORS AND SECRETARY**

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **5 DIRECTORS' GENERAL AUTHORITY**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

##### **6 MEMBERS' RESERVE POWER**

6.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

6.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

##### **7 DIRECTORS MAY DELEGATE**

7.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them 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; and
- (e) on such terms and conditions;

as they think fit.

7.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

7.3 The Directors may revoke any delegation in whole or part or alter its terms and conditions.

##### **8 COMMITTEES**

8.1 Committees to which the Directors delegate any of their powers must follow such procedures and rules as the Directors may determine and, in the absence of any shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

- 8.2 The Directors 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.

## **DECISION MAKING BY DIRECTORS**

### **9 DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

### **10 UNANIMOUS DECISIONS**

- 10.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 10.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- 10.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

### **11 CALLING A DIRECTORS' MEETING**

- 11.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary to give such notice.
- 11.2 Notice of any Directors' meeting must indicate:
- (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3 Notice of a Directors' meeting must be given to each Director but need not be in writing.
- 11.4 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.

- 11.5 The Directors shall convene not less than 4 meetings per year and shall ensure that a period of no more than three months elapses between meetings.

## **12 PARTICIPATION IN DIRECTORS' MEETINGS**

- 12.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the 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.

- 12.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

- 12.3 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.

- 12.4 The Board may decide to invite any observer it deems fit to attend any meeting. Any observer attending a meeting may be given the right to speak at the meeting at the sole discretion of the Chairman.

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

- 13.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting or as set out in article 13.3.

- 13.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and unless otherwise fixed shall be 5.

- 13.3 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.

## **14 CHAIRING OF DIRECTORS' MEETINGS**

- 14.1 The Directors shall appoint a Director to chair their meetings. The person so appointed for the time being is known as the Chairman.

- 14.2 The Directors shall also appoint a Director to support the Chairman in his role and to chair Board meetings in the absence of the Chairman. The person so appointed for the time being is known as the Vice Chairman.
- 14.3 The Chairman and Vice Chairman shall be appointed for a term of no more than 3 years or for such other term as the Directors shall from time to time determine. A retiring Chairman or Vice Chairman shall be eligible for re-election.
- 14.4 If the Chairman is not participating in a Directors' meeting within 10 minutes of the time at which it was to start then the vice Chairman shall chair the meeting.
- 14.5 If the Chairman and vice Chairman are unable to attend the Directors' meeting, the Chairman shall appoint one of the Directors to chair the meeting giving at least 24 hours' notice. In the event the Chairman has not appointed a replacement chair pursuant to this article, and the Chairman or Vice Chairman are 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.

## **15 CASTING VOTE**

- 15.1 If the numbers of votes for and against a proposal are equal, the Chairman, vice Chairman or other Director chairing the meeting has a casting vote.
- 15.2 Article 15.1 shall not apply if, in accordance with the Articles, the Chairman, vice Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **16 DIRECTORS' INTERESTS**

- 16.1 If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 16.2 Notwithstanding article 16.1, if article 16.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 16.3 This article applies when:
- (a) the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
  - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the Director's conflict of interest arises from a permitted cause.

- 16.4 For the purposes of this article, the following are permitted causes:
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company;
  - (b) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company which do not provide special benefits for Directors or former Directors.
- 16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 16.6 Subject to article 16.7, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

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

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.

## **18 FURTHER RULES**

- 18.1 Subject to the Articles, 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.
- 18.2 The Directors may from time to time adopt such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate:
- (a) admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and any subscriptions or other fees or payments to be made by Members;

- (b) the conduct of Members of the Company in relation to one another, and to the Company's servants or agents;
- (c) The procedure at general meetings and meetings of the Directors and committees of Directors of the Company in so far as such procedure is not regulated in these Articles;
- (d) the conduct and ethical standards to be observed by Directors of the Company; and
- (e) generally, all such matters as are commonly the subject matter of Company rules or rules or regulations appropriate to the Company.

18.3 The Members shall have the power to alter or repeal the rules or bye-laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all Members of the Company.

## **19 APPOINTMENT OF DIRECTORS**

19.1 Subject to Articles 19.2 any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

- (a) by ordinary resolution; or
- (b) by a decision of the Directors.

19.2 No person shall be appointed to be a Director if that person is, or is connected to or employed by, a BID Levy Payer and such BID Levy Payer has ceased or failed to pay the relevant amount of levy due to the Company.

19.3 The Board shall be nominated and elected by Members of the BID Company or be co-opted by the Board in accordance with article 20.

19.4 Until otherwise determined by Members in general meeting the number of Board Members shall not be less than 5 or more than 20

## **20 COMPOSITION OF THE BOARD**

20.1 The Board shall be made up primarily of representatives from levy-paying businesses.

20.2 The Board may co-opt representatives from non-levy paying businesses or appoint other co-optees to serve on the Board on such terms as the Board resolves and may remove such co-optees in accordance with procedures approved by the Board.

20.3 The Elected Mayor and Watford Police shall have standing invitations to attend Board meetings as observers and advisors but shall have no voting rights.

20.4 The Chairman or Chief Executive/Manager of the company may from time to time invite such persons to attend Board meetings as observers as they think fit. Such persons shall have no voting rights.

## **21 RETIREMENT OF DIRECTORS**

21.1 Subject to article 21.2 at each annual general meeting of the Company Directors shall retire in accordance with any rotation or election policy agreed by the Directors.

21.2 Directors appointed in accordance with clauses 20.1 (k) and (l) and the Chairman and Vice Chairman shall not be required to retire by rotation.

## **22 TERMINATION OF DIRECTOR'S APPOINTMENT**

22.1 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) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months and the Directors resolve that pursuant to receipt of such written opinion that person's appointment as a Director should be terminated;
- (e) 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;
- (f) that person is, or is connected to (as defined in section 252 of the Companies Act 2006) or employed by, a BID Levy Payer and such BID Levy Payer has ceased or failed to pay the relevant amount of levy due to the Company; or
- (g) that person is in breach of any code of conduct adopted by the Directors.

22.2 The Board may in its absolute discretion resolve to terminate the appointment of any Director. For the purposes of any decision of the Board under this article, the relevant Director shall count towards quorum but shall not be entitled to vote.

## **23 APPLICATION OF INCOME OF THE COMPANY**

- 23.1 The income of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in these Articles and in the Business Plan.
- 23.2 No portion thereof shall be paid or transferred, directly or indirectly, by way of dividends or bonus, or otherwise by way of profit, to the persons who at any time are or have been Members of the Company or to any person claiming through any of them, provided that nothing contained in these Articles shall prevent any payment in good faith by the Company:
- (a) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company (subject to article 24.1);
  - (b) of interest on money lent by any Member to the Director at a reasonable rate, such reasonable rate to be decided by the Board at their discretion from time to time; and
  - (c) payment of a reasonable and proper rent for any premises let by a Member or a Director of the Company.

## **24 DIRECTORS' REMUNERATION AND EXPENSES**

- 24.1 The Directors (including alternates) shall not be entitled to any remuneration.
- 24.2 Directors (including alternates) may be paid all reasonable expenses properly incurred by them in connection with their attendance at:
- (a) meetings of Directors or committees of Directors; or
  - (b) general meetings;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company, and only if held out of Watford town centre.

## **APPOINTMENT AND REMOVAL OF ALTERNATES**

### **25 APPOINTMENT OF ALTERNATES**

- 25.1 Any Director (the appointor) may appoint as an alternate Director (an alternate) any other Director or any other person approved by resolution of the Directors, to:
- (a) exercise the appointor's powers; and
  - (b) carry out the appointor's responsibilities,
- in the absence of the appointor.
- 25.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor or in any other manner approved by the Directors.

25.3 The notice must:

- (a) identify the proposed alternate; and
- (b) 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 the appointor.

## **26 RIGHTS AND RESPONSIBILITIES OF ALTERNATES**

26.1 A person may act as the alternate of more than one Director and an alternate has the same rights, in relation to any Directors' meeting or unanimous decision, as their appointor.

26.2 Except as otherwise provided by these Articles, an alternate:

- (a) is deemed for all purposes to be a Director;
- (b) is liable for his own acts and omissions;
- (c) is subject to the same restrictions as his appointor; and
- (d) is not deemed to be an agent of or for his appointor.

26.3 A person who is an alternate but is not otherwise a Director:

- (a) shall be counted in the quorum at any Directors' meeting in which he is participating (but only if his appointor would be counted in the quorum and is not participating);
- (b) may vote at any Directors' meeting in which he is participating (but only if his appointor would be eligible to vote and is not participating); and
- (c) may participate in taking any unanimous decision (but only if his appointor would be eligible for the purposes of that unanimous decision and does not himself participate in taking that unanimous decision).

26.4 No alternate may be counted as more than one Director for determining whether a quorum is participating at any Directors' meeting.

26.5 A Director who is also an alternate has an additional vote on behalf of each of his appointors who:

- (a) is not participating in the relevant Directors' meeting; and
- (b) would have been entitled to vote if that appointor was participating in it.

## **27 TERMINATION OF APPOINTMENT OF ALTERNATES**

27.1 An alternate's appointment as an alternate terminates:

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

### **SECRETARY**

## **28 APPOINTMENT AND REMOVAL OF SECRETARY**

The Directors may appoint any person who is willing to act as secretary for such term, at such remuneration and upon such conditions as they may think fit; and the Directors may remove any such secretary so appointed.

### **PART 3**

### **MEMBERS**

## **29 MEMBERSHIP**

- 29.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be the Members of the Company.
- 29.2 Membership is open to:
- (a) BID Levy Payers, and
  - (b) Voluntary Members
- 29.3 Any organisation admitted to membership of the Company shall nominate an individual to act as its Authorised Representative in respect of the Company from time to time and shall exercise all rights as a Member.
- 29.4 All Members agree to be bound by the obligations on them as set out in these Articles and when acting as Members they shall act at all times in the best interest of the Company.

## **30 APPLICATIONS FOR MEMBERSHIP**

- 30.1 No person shall become a Member of the Company unless:
- (a) that person has submitted an application for membership in a form approved by the Directors or committee or such persons to whom authority has been delegated; and
  - (b) the Directors or committee or such persons to whom authority has been delegated has approved that application.
- 30.2 A person who is not a BID Levy Payer can apply for membership of the Company but will only become a Member of the Company if:
- (a) A Voluntary Member's Agreement with the Company has been entered into; and
  - (b) the agreed subscription or fee to the Company at the date of the application have been paid.

## **31 TERMINATION OF MEMBERSHIP**

- 31.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- 31.2 Membership is not transferable unless the Board, acting in its sole discretion, gives consent in writing to the proposed transfer where such consent may be subject to any conditions which the Board deems fit.

- 31.3 The Company may, by giving 7 days' notice to the Member in writing, terminate the membership of a Member in the event such Member has not paid and settled in full the levy amount(s) due to the Company.
- 31.4 A person's membership terminates when that person dies or ceases to exist.
- 31.5 A Voluntary Member may be removed as a Member of the Company by the Board if it is in material breach (which the Board in its absolute discretions shall determine) of the Voluntary Member's Agreement to which it is a party.

## **32 GENERAL MEETINGS**

- 32.1 The Company must hold an annual general meeting (AGM) in every year which all the Members and BID Levy Payers are entitled to attend and shall specify it as such in the notice calling it. Not more than 15 months shall elapse between the date of one AGM and that of the next. The AGM shall be held at such time and place as the Board shall determine.
- 32.2 Save as set out in article 32.1, the Directors can decide to call a general meeting at any time. General meetings will also be called in response to a requisition by Members under the Companies Act 2006.

## **33 NOTICE OF GENERAL MEETINGS**

- 33.1 At least 14 clear days' notice in writing must be given for every general meeting. Any notice must say:
- (a) where the meeting is to be held;
  - (b) the date and time of the meeting, and
  - (c) the nature of any business for the meeting.

A general meeting may be called by shorter notice if it is so agreed by Members having a right to attend and vote and together holding not less than 90% of the total voting rights of all the Members.

- 33.2 Notice of general meetings shall be given to all BID Levy payers, all Members and the Directors of the Company.

## **34 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

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

- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

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

34.4 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.

34.5 Two or more Members 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.

### **35 QUORUM FOR GENERAL MEETINGS**

35.1 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. 10 persons entitled to vote on the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation shall be a quorum.

### **36 CHAIRING GENERAL MEETINGS**

36.1 If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so. In the absence of the Chairman, the Vice Chairman shall chair general meetings if present and willing to do so.

36.2 If the Chairman and Vice Chairman are unable to attend the general meeting, the Chairman shall appoint one of the Directors to chair the meeting giving at least 24 hours' notice. In the event the Chairman has not appointed a replacement chair pursuant to this article, and the Chairman or Vice Chairman are not participating in a meeting within 10 minutes of the time at which it was 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.

36.3 The person chairing a meeting in accordance with this article is referred to as the Chairman of the meeting.

### **37 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

- 37.1 Directors may attend and speak at general meetings.
- 37.2 The Chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

### **38 ADJOURNMENT**

- 38.1 If the Members 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.
- 38.2 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 Member or any other person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 38.3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38.4 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.
- 38.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same Members and any other person 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.
- 38.6 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.
- 38.7 The minimum quorum for an adjourned meeting shall be 20 Members.

## **VOTING AT GENERAL MEETINGS**

### **39 VOTING: GENERAL**

- 39.1 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 the Articles.
- 39.2 On a show of hands every Member who is present in person or by proxy or as a duly authorised representative of a corporation shall have one vote.
- 39.3 On a poll every Member who is present in person or by proxy or as a duly authorised representative of a corporation shall have one vote. On a poll, a Member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

### **40 ERRORS AND DISPUTES**

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

### **41 POLL VOTES**

- 41.1 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.
- 41.2 A poll may be demanded by:
- (a) the Chairman of the meeting;
  - (b) the Directors; or
  - (c) two or more Members having the right to vote on the resolution.
- 41.3 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.
- 41.4 Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

## **42 CONTENT OF PROXY NOTICES**

- 42.1 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
  - (b) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 42.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. The proxy notice may be in any form which is usual or which the Directors may approve.
- 42.3 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.
- 42.4 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.

## **43 DELIVERY OF PROXY NOTICES**

- 43.1 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.
- 43.2 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.
- 43.3 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.
- 43.4 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.

#### **44 AMENDMENTS TO RESOLUTIONS**

- 44.1 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 Member 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.
- 44.2 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.
- 44.3 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.

### **PART 4**

#### **ADMINISTRATIVE ARRANGEMENTS AND FURTHER PROVISIONS**

#### **45 MEANS OF COMMUNICATION TO BE USED**

- 45.1 Subject to the Articles, 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.

- 45.2 A document or information sent or supplied by the Company in electronic form shall be deemed to have been received by the intended recipient on the day following that on which the document or information was sent. Proof that a document or information in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators from time to time shall be conclusive evidence that the document or information was served.
- 45.3 Where a document or information is sent by post (whether in hard copy or electronic form) to an address outside the United Kingdom, it is deemed to have been received by the intended recipient at the expiration of 7 days after it was posted.
- 45.4 Subject to the Articles, 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.
- 45.5 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 provided for in the Articles.

#### **46 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person other than a Member is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member,

#### **47 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company (other than a Director or former Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company.

### **DIRECTORS AND OFFICERS INDEMNITY AND INSURANCE**

#### **48 INDEMNITY**

- 48.1 Subject to article 48.2 a relevant Director or the Secretary of the Company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that Director or the Secretary in connection with any negligence, default, breach of duty or breach of trust in relation to the Company; and
- (b) any other liability incurred by that Director or Secretary as an officer of the Company.

48.2 This article 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.

48.3 In this article:

- (a) a relevant Director means any Director or former Director of the Company;
- (b) the Secretary means such person appointed by the Directors to act as Secretary for the time being.

## **49 INSURANCE**

49.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director or the Secretary in respect of any relevant loss.

49.2 In this article:

- (a) a relevant Director means any Director or former Director of the Company;
- (b) the Secretary means such person appointed by the Directors to act as Secretary for the time being; and
- (c) a relevant loss means any loss or liability which has been or may be incurred by a relevant Director or the Secretary in connection with that Director's or Secretary's duties or powers in relation to the Company.

## **FURTHER PROVISIONS**

### **50 PROPOSED CHANGES TO BID AREA OR BID LEVY**

Any proposed change to the BID Area or to the BID Levy shall require an alteration ballot and shall not be decided by resolution of the Members of the Company.

### **51 DISSOLUTION**

51.1 If the Directors decide that it is necessary or advisable to dissolve the Company, they shall call a general meeting of all the Members of the Company, of which not less than 30 days' notice shall be given.

- 51.2 If the proposal to dissolve the Company is confirmed by 3/4 majority of those present and voting, the Directors shall have the power to realise any assets held by or on behalf of the Company in such way and manner as they deem fit.
- 51.3 At the instruction of the Board any assets remaining after the satisfaction of proper debts and liabilities of the Company shall be refunded to BID Levy Payers in accordance with the provisions of section 14 of the Business Improvement Districts (England) Regulations 2004, as amended from time to time, or in the event of the repeal of those regulations, in accordance with the principles set out in the latest enactment prior to their repeal.

## **52 ARTICLES OF ASSOCIATION**

- 52.1 Any changes to these Articles shall require the passing of a special resolution of the Members of the Company.
- 52.2 If there is any discrepancy or any conflict or dispute or inconsistency between the Articles and any bye-laws or rule adopted pursuant to article 18 the Articles and the interpretation of the clauses herein shall prevail.