

THE COMPANIES ACTS 1985 - 2006
PRIVATE COMPANY LIMITED BY GUARANTEE

CWTB
Company No. 05067662

ARTICLES OF ASSOCIATION

Adopted by Special Resolution dated 2019



Aaron & Partners
Solicitors

www.aaronandpartners.com

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PRELIMINARY

1. The regulations contained in Tables A and C set out in the Companies (Tables A to F) Regulations 1985 (SI 1985/805) (as amended) and the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) (as amended) shall not apply to the Company.
2. In these Articles, except where the context otherwise requires, the following expressions have the meanings set opposite them:

Act	the Companies Act 2006 as amended from time to time;
Board	the board of directors of the Company from time to time;
Class “V” Director	a director of the Company who is a representative of Cheshire East Council;
Class “X” Director	a director of the Company who is a representative of Cheshire West and Chester Council;
Class “Y” Director”	a director of the Company who is a representative of Warrington Borough Council;
Company	company number 05067662 incorporated as CWTB;
Conflict:	means a situation in which a director has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company;
Eligible Director:	means a director who would be entitled to vote on the matter at a meeting of the Board (but excluding in relation to the authorisation of a Conflict pursuant to Article 61 any director whose vote is not to be counted in respect of that particular matter);
the LEP	Cheshire & Warrington Local Enterprise Partnership (a private company limited by guarantee registered in England under no. 04453576);

Member	means any member of the Company from time to time regardless of the class of their membership (and if there is only one Member for the time being Members shall mean that sole Member);
Private Sector Director	a director of the Company appointed by the Board in accordance with Article 40.2;
Public Sector Director	an ex officio director under Article 39 or Class V, X or Y Director;
Seal	the Common Seal of the Company;
Secretary	any person appointed by the Board to perform the duties of the Secretary of the Company; and
the United Kingdom	Great Britain and Northern Ireland.

3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
4. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.
5. The Company shall be a private company within the meaning of the Act.
6. The objects for which the Company is established shall be the promotion of commerce and thus:-
 - (a) to encourage, stimulate, support and advise on and manage the development of the administrative areas of Cheshire and Warrington (also referred to as the 'Sub-region') in order to maximise the social and economic benefits within the Sub-region;
 - (b) in cooperation with sub-regional organisations, local authorities, commercial members and other bodies to formulate, develop, maintain and update regularly a coordinated strategic marketing plan for the sub-region and an action or destination management Plan for the Sub-region;
 - (c) to carry on any other business of any description which may be advantageously carried on in connection with or ancillary to the above objects of the Company;

and the Company shall have all the powers necessary for furtherance of its said objects (but not otherwise) including to carry on business as a general commercial company and to this end to undertake for profit, directly or indirectly, projects or enterprises with a view to the financial benefit of the Company and receiving income therefrom.

7. The income and property of the Company shall be applied solely towards the promotion of its objects as stated in these Articles, and no portion shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members, provided that nothing herein shall prevent any payment, in good faith, by the Board of:

- (i) reasonable and proper remuneration to any member, officer, or servant of the Company for services rendered to the Board;
 - (ii) interest on money lent at an interest rate which is reasonable in the light of the general level of interest rate prevailing at the time the money was lent;
 - (iii) reasonable and proper rent for premises demised or let by any Member;
8. The liability of each Member is limited.
9. Every Member undertakes to contribute to the assets of the Company, in the event of the Company being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before such Member ceases to be a Member, and the costs, charges, and expenses of winding up, and, for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
10. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all the debts and liabilities of the Company, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company (provided that such objects are linked primarily to the sub-region), and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 7, such institution or institutions to be determined by the Members at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some charitable object.

MEMBERS

Becoming and ceasing to be a Member

11. Subject to the provisions of these Articles the sole Member of the Company shall be the LEP.
12. Any Member may cease to be a member by giving 7 days' notice to the Company in writing.
Membership Rights
13. Each Member shall have the right to receive notice of and to attend and vote at a general meeting of the Company or being a corporate body to appoint a representative to attend and vote or take part in such meetings.
14. The Company shall keep a register of its members, containing their names and addresses, and all other particulars required by the Act, and the register shall be divided into sections, one for each class of membership.

General Meetings

15. The Board may, whenever it thinks fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 307 of the Act.

Notice of General Meetings

16. An annual general meeting and a meeting called for the passing of a special resolution shall

be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company.

17. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 16 be deemed to have been duly called if it is so agreed:
 - 17.1 in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
 - 17.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.
18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meeting

19. Directors may attend and speak at general meetings.
20. The chair of the Meeting may permit other persons who are not Members of the Company or otherwise entitled to exercise the rights of members in relation to general meetings, to attend and speak at a general meeting.
21. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; the LEP present by a corporate representative or by proxy shall be a quorum.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine,.
23. The Chair of the Board shall preside as chair at every general meeting of the Company or if there is no such Chair or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be chair of the meeting.
24. If at any meeting no member of the Board is willing to act as chair or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair of the meeting.
25. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is

adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

26.1 by the chair of the meeting;

26.2 by the LEP present in person or by corporate representative or by proxy.

Unless a poll be so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes.

The demand for a poll may be withdrawn.

27. Except as provided in Article 30, if a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
29. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

30. On a show of hands every Member who is present in person or by corporate representative or by proxy shall have one vote and on a poll every Member so present shall have one vote.
31. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 31.1 states the name and address of the Member appointing the proxy;
- 31.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which the person is appointed; and
- 31.3 is executed by or on behalf of the Member appointing the proxy.
32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the appointment shall not be treated as valid. No instrument appointing a proxy shall be valid

after the expiration of twelve months from the date specified in it.

33. A Member is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains 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 behalf of that Member.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Secretary before the commencement of the meeting or adjourned meeting for which the proxy was appointed.
35. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid.

Corporations acting by Representatives

36. A corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company.
37. A person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall be deemed to be present in person at any meeting of the Company if the person so authorised is present thereat.

DIRECTORS

Appointment and Removal

38. The chair of the LEP for the time being shall be an ex officio director of the Company.
39. Unless and until otherwise determined by the Company by Special Resolution there shall be not more than 4 Public Sector Directors at any time and not more than 20 Directors in total. The minimum number of directors shall be one.
40. Subject to Article 39, a person who is willing to be appointed as a director, and is permitted by law to do so may be appointed to be a director:
 - 40.1 as a Class "V" Director, Class "X" Director or Class "Y" Director if such person is a duly authorised representative of the relevant body referred to in the respective definition of those terms in Article 2, by an ordinary resolution of the Members or a majority decision of the Board;
 - 40.2 as a Private Sector Director, by a majority decision of the Board;but in each case only with the prior written approval of the LEP.
41. The office of Director shall be vacated if a Director:
 - 41.1 ceases to be or is prohibited from being a director by law;

- 41.2 has a bankruptcy order made against them or makes a voluntary arrangement pursuant to Part VIII of the Insolvency Act 1986 ; or
- 41.3 is, or may be, suffering from mental disorder and either:
- 41.3.1 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960
- 41.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for the detention of the Director or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to the Director's property or affairs; or
- 41.4 resigns as a Director by at least 7 days notice in writing to the Company; or
- 41.5 receives a notice signed by a majority of the other directors or the LEP stating that the Director in question should cease to be a Director.
- 41.6 in the case of a Class "V" Director, Class "X" Director or Class "Y" Director, such person ceases to be a duly authorised representative of the relevant body referred to in the respective definition of those terms in Article 2 or is otherwise removed by such relevant body; or
- 41.7 is absent from three consecutive Board meetings.
42. The appointment of each Private Sector Director shall be for a three year period unless the appointee ceases to be a Director under Article 41 or a vacancy arises by death. A Private Sector Director may with the approval of the Chair apply for a further and final term of three years to commence after expiry of the initial term.
43. Subject to Article 45, no Director shall be entitled to any remuneration or fees for services rendered to the Company but this shall not prevent the payment of reasonable expenses incurred on the Company's business.
44. The ex officio Director under Article 39 shall the Chair but if at any meeting of the Board the Chair is not present within five minutes after the time appointed for holding the same the members of the Board present may choose one of their number to be Chair of the Meeting.
45. If by arrangement with the other directors, any director shall perform or render any special duties or services outside the scope of the ordinary duties of a director the Board may with the prior written approval of the LEP pay that person special remuneration and such special remuneration shall be by way of salary, fees or otherwise as may be arranged and shall be charged as part of the Company's ordinary working expenses.

Directors' powers and responsibilities

46. Except as otherwise stated in these Articles, the Board are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. Each Director shall conduct themselves in accordance with the 7 (Nolan) principles of public life as published by the Committee on Standards in Public Life.
47. The Members may, by special resolution, direct the Directors to take, or refrain from taking,

specified action. No such special resolution invalidates anything which the Directors have already done.

48. Except as otherwise stated in these Articles, the Board may delegate any of the powers which are conferred on them under these Articles:

48.1 to such persons;

48.2 by such means (including by power of attorney);

48.3 to such an extent;

48.4 in relation to such matters or territories; and

48.5 on such conditions or subject to such restrictions,

as they think fit. If the Board so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated. The Board may revoke any delegation in whole or in part, alter its terms.

49. Committees to which the directors delegate any of their powers must follow procedures which are based as closely as possible on the provisions of these Articles which govern the taking of decisions by Directors.

Chief Executive Officer

50. Subject to the prior written consent of the LEP, the Directors may from time to time appoint any individual to be Chief Executive Officer of the Company on such terms (as to remuneration and otherwise) as they think fit and may revoke such appointment or vary the terms thereof. Any such revocation or variation shall be without prejudice to any claim for breach of any contract between the Chief Executive Officer and the Company.

51. The Directors may entrust to and confer upon any person appointed as Chief Executive Officer such powers upon such terms and conditions and with such restrictions as they may think fit.

Borrowing Powers

52. Subject to Article 47 and as otherwise herein provided, the Directors may exercise all of the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof

Proceedings of Directors

53. The Directors may meet together for the dispatch of business, adjourn and, subject as hereinafter provided, otherwise regulate their meetings as they think fit. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom.

53.1 Save as herein otherwise provided, the quorum necessary for the transaction of business of the directors shall be four Eligible Directors. If within half an hour from the time appointed for the meeting a quorum is not present, it shall be adjourned for not less than seven days to such day and time and place as the Chair may

determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting any two Eligible Directors shall be a quorum.

- 53.2 The Chair shall be entitled to a second or casting vote.
- 53.3 Questions arising at any meeting shall be decided by a majority of votes provided the relevant quorum participates in the decision making process.
54. A Director will be deemed to be present at a meeting of the Board where the other Directors or their alternates (who do not need to be physically together in the same place) are in telephone or video-link contact with him so that he can speak to or hear all other persons participating in the meeting.
55. A resolution in writing, signed by all the Eligible Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
56. Subject to Article 47, the Board shall have the further power to appoint honorary or paid officials or advisers to assist in the administration of the Company or any particular project. Any such officials or advisers shall be responsible to the Board and each such appointment shall be upon such terms and conditions as the Board may by resolution determine.
57. The Board shall also have the power to invite to its meetings any persons who may be able to assist its deliberations but no such person shall have the right to vote at any meeting of the Board.
58. The Board may, in accordance with the requirements set out in this Article 59, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the Act to avoid conflicts of interest.
- 58.1 Any authorisation under this Article 58 shall be effective only if:
- (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 58.2 Any authorisation of a Conflict under this Article 58 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

- (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
- 58.3 Where the Board authorises a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Board in relation to the Conflict.
- 58.4 The Board may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 58.5 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Board in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
59. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

- (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
60. Subject to Article 61, if a question arises at a Board meeting or a meeting 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 chair of that meeting whose ruling in relation to any director other than the chair is to be final and conclusive.
61. If any question as to the right to participate in the Board meeting or a meeting of a committee of directors (or part of the meeting in each case) should arise in respect of the chair of that meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Alternate Directors

62. Subject to the Board's prior approval, any Director may by writing under his hand appoint any other Director to be his alternate and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notice of all meetings of the Directors and, in the absence of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him and, subject to the preceding provisions of this Article, appoint another person (also being a Director) in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum is present.
63. Every person acting as an alternate Director shall be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him.

THE SECRETARY

64. The Secretary shall be appointed by the Board for such terms and upon such conditions as the Board may think fit and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no secretary or no secretary capable of acting.

65. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in the place of, the Secretary.

THE SEAL

66. If the Board shall resolve to have a seal it shall provide for its safe custody and the Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by two members of the Board or by one member of the Board and countersigned by the Secretary or by some other person appointed by the Board for the purpose.
67. The Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts there from as true copies or extracts.
68. A document purporting to be a copy of the resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

MINUTES AND BOOKS

69. The Board shall cause Minutes to be made in books to be provided for the purposes:
- 69.1 of the names of the members of the Board present at each meeting of the Board and of any committee of the Board and of the names of all members of the Company present at each general meeting;
- 69.2 of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.
70. Any register, index, minute book, book of account or other book required by these presents or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are used the Board shall take discovery.

ACCOUNTS

71. No Member (in that capacity) other than the LEP shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

NOTICES

72. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the address shown in the register of members, or (if there is no such address within the United Kingdom) to the address, if any, within the United Kingdom supplied by that person to the Company as the address for the service of notices. Where a notice or other document is served by post,

service shall be deemed to be effected at the expiration of forty eight hours after the time when the envelope containing the same is posted, and in proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.

73. A Member who (having no registered address within the United Kingdom) has not supplied the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company.

INDEMNITY

74. Subject to the provisions of and so far as may be permitted by the Act, every member of the Board, auditor and Secretary shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities necessarily incurred by that officer in the execution and discharge of the duties of that office or in relation to the affairs of the Company.

INSURANCE

75. The Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or auditors of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.

RULES, BYE LAWS, ASSOCIATE MEMBERS AND COMMITTEES

76. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:
- 76.1 The constitution and operation of a committee which shall be known as “the Management Team” - chaired by a Director - to provide such operation and strategic input as the Board requires.
 - 76.2 The setting aside of the whole or any part or parts of the Company’s premises at any particular time or times for any particular purpose or purposes.
 - 76.3 The procedure at meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these Articles.
 - 76.4 And generally all such matters as are commonly the subject matter of company rules.

The Company by Special Resolution shall have 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. Provided nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.