



FILE COPY

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

Company Number **9601967**

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

SHEFFIELD CITY CENTRE BID LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **20th May 2015**



N09601967P



Companies House



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

IN01

Application to register a company

223017/40

Oyez

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 reg
a limited liability partnership. To
this, please use form LL IN01

SATURDAY



A471NWLM
A04 09/05/2015 #106
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ①

SHEFFIELD CITY CENTRE BID LIMITED

For official use

9 6 0 1 9 6 7

▶ Filling in this form

Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

① Duplicate names

Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance booklet GP1 at www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body

I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

② Company name restrictions

A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4 Company type ④

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

④ Company type

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

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Application to register a company

A5

Situation of registered office ①

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

① 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

A6

Registered office address ②

Please give the registered office address of your company

Building name/number	68
Street	CLARKEHOUSE ROAD
Post town	SHEFFIELD
County/Region	SOUTH YORKSHIRE
Postcode	S 1 0 2 L J

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in Section A5

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

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1	<p>I wish to adopt one of the following model articles in its entirety Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 2	<p>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</p> <p><input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application</p>

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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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-C5.

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

① **Corporate appointments**
For corporate secretary appointments, please complete Section C1-C5 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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

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.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature	<p>Signature</p> <p>X</p>	X
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④ **Signature**
The person named above consents to act as secretary of the proposed company.

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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	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
Where the company/firm is registered ③		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	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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5	Signature ⑤	
	I consent to act as secretary of the proposed company named in Section A1.	⑤ Signature The person named above consents to act as corporate secretary of the proposed company
Signature	Signature X X	

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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-E5	
Title*		
Full forename(s)	ISAAC TOBY	
Surname	HYAM	
Former name(s) (2)		
Country/State of residence (3)	ENGLAND	
Nationality	BRITISH	
Date of birth	2 8 0 5 1 9 6 2	
Business occupation (if any) (4)	Managing Director	

(1) Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

(2) Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

(3) Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

(4) Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

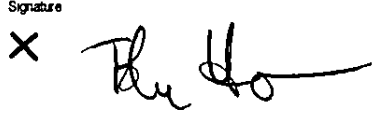
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address (5)	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

(5) 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.

D3	Signature (6)	
	I consent to act as director of the proposed company named in Section A1	
Signature	Signature X  X	

(6) Signature
The person named above consents to act as director of the proposed company.

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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-E5.
Title*		
Full forename(s)		
Surname		
Former name(s) ②		
Country/State of residence ③		
Nationality		
Date of birth	d d m m y y y y	
Business occupation (if any) ④		
		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 which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4. ④ 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 ⑤
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
		⑤ 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.
D3		Signature ⑥
		I consent to act as director of the proposed company named in Section A1
Signature	Signature X X	
		⑥ Signature The person named above consents to act as director of the proposed company.

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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		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
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
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	② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
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	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
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
E5	Signature ⑤	
	I consent to act as director of the proposed company named in Section A1	⑤ Signature The person named above consents to act as corporate director of the proposed company
Signature	Signature X X	

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Application to register a company

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 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	
Total aggregate nominal value (4)	

4 Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example £100 + € 100 + \$10 etc

1 Including both the nominal value and any share premium

3 Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

2 Total number of issued shares in this class

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Application to register a company

F4

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 **Sections F1 and F2**

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 and any terms or conditions relating to redemption of these shares

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), andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages 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

F5

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) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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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 (Statement of compliance)

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	ISAAC TOBY
Surname ①	HYAM
Address ②	68 Clarkehouse Road Sheffield
Postcode	S 1 0 2 L J
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

- 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
- Continuation pages**
Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5 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 H1** (Statement of compliance delivered by the subscribers)
- ▶ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ①

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

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

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	Wake Smith Solicitors Limited	
Building name/number	68 Clarkehouse Road	
Street	Sheffield	
Post town		
County/Region		
Postcode	S 1 0 2 L J	
Country	England	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X <i>[Signature]</i>	X
	FOR + ON BEHALF OF WAKE SMITH SOLICITORS LIMITED	

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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
RAR

Company name
Wake Smith Solicitors Limited

Address
68 Clarkehouse Road
Sheffield

Post town

County/Region

Postcode
S 1 0 2 L J

Country

DX
DX 709061 - Sheffield 12

Telephone
0114 2666660

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 A6)
- At the agents address (Given in Section H2)

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 and Business Names (Miscellaneous Provisions) Regulations 2008, 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.

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.companieshouse.gov.uk

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 exemption

If you are applying for, or have been granted a section 243 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.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

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

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

SHEFFIELD CITY CENTRE BID LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name(s) of Subscriber	Signature(s) of Subscriber(s)
-----------------------	-------------------------------

Isaac Toby Hyam



Dated

27th April 2015

The Companies Act 2006
Company limited by Guarantee
Articles of Association
of
Sheffield City Centre BID Limited
(Company)

Definitions and Interpretation

1 In these Articles

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means the articles of association of the Company for the time being in force,
BID	means the Sheffield city centre Business Improvement District, as provided for under the Local Government Act 2003,
BID Area	means the area within which the Company operates the BID,
BID Levy	means the charges to be levied and collected against the BID Levy Payers within the BID Area,
BID Levy Payers	means those persons who are responsible for paying the BID Levy,
BID Members	shall have meaning given to them in article 8,
BID Proposal	means the plan voted for by the BID Members which sets out the objectives of the BID,
Board	means the board of Directors acting collectively;
clear days	in relation to a period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
communication	has the same meaning as in the Electronic Communications Act 2000,

Directors	the Directors of the Company from time to time,
electronic communication	has the same meaning as in the Electronic Communications Act 2000;
Executed	includes any mode of execution,
Independent Business	means any BID Levy Payer whose business is not part of a multi-national or international company and operates fewer than 15 businesses of the same name in the United Kingdom;
Local Authorities	means local councils (including parish councils and town councils)
Members	means BID Members, Public Sector Members and Voluntary Members collectively,
Memorandum	means the memorandum of association of the Company,
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 but who shall not be permitted voting rights in relation to any business conducted at general meeting,
Regulations	means the Business Improvement Districts (England) Regulations 2004 (as may be amended from time to time),
Strategic Agency	means any government body, public sector body or regional body within the United Kingdom,
Small Business	means any BID Levy Payer with a rateable value above £40,000 and below £70,000 as at the date of adoption of these Articles and thereafter as determined by resolution of the Members from time to time
United Kingdom	means Great Britain and Northern Ireland,
Voluntary Contributions	means contributions paid to the Company by Voluntary Members or BID Members to be used towards securing or procuring the BID Proposal and its objectives of the Company,

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

Voluntary Member's Agreement means an agreement entered into between a Voluntary Member or and the Company which sets out the basis of Membership of the Company and sets out the terms of the annual subscription and/or basis upon which voluntary payments shall be made.

2 In these Articles

- (a) Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company
- (b) The headings in these Articles are for convenience only and shall be ignored in construing the language or meaning of these Articles
- (c) Words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations
- (d) A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.

Objects

3 The objects for which the Company is established are

- (a) to secure or procure the objectives and aspirations set out in the Company's BID Proposal,
- (b) to provide, promote, facilitate or advance the BID Area as a better place to invest, work, do business, visit and live,
- (c) to promote or advance directly or indirectly the regeneration and economic wellbeing of the BID Area,
- (d) to improve, within the BID Area, directly or indirectly, environmental standards, reduce crime, increase investment, enhance investment performance,
- (e) to promote schemes to improve the environmental quality of the BID Area,

- (f) to support redevelopment of property within the BID Area so as to enhance the environment and where appropriate to preserve, repair and maintain (directly or indirectly) for the benefit of the general public buildings of historical, architectural, community or constructional interest in the BID Area,
- (g) to support the conservation, protection and improvement (where appropriate) of the physical and natural environment in the BID Area, and
- (h) to procure, promote or carry out any form of entertainment in the BID Area

4 In furtherance of the objects set out at article 3 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 BIDs 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 other 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 seem calculated to 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 take such steps and proceedings as may be deemed expedient

- (h) 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 Bid Proposal 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 Bid Proposal in a manner approved by the Company
- (i) 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, as may be from time to time deemed expedient for procuring contributions, donations and annual or other subscriptions to the funds of the Company
- (j) 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 or any other BID Company 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 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 the 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 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 cause the Company to be registered or otherwise incorporated in accordance with the laws of any foreign country where the Company's work is or is to be carried on
- (p) to pay all or any expenses incurred in connection with the promotion and incorporation of the Company, and 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

PROVIDED THAT

- (A) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest in the same in such manner as allowed by law, having regard to such trust
- (B) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the governing body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipt, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such governing body have been if no incorporation had been effected

Not for Distribution

- 5 The income and property of the Company wheresoever derived, shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company of

- (a) 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) reasonable and proper rent for premises demised or let to the company by any member of the Company; and
- (c) reasonable and proper remuneration to any member, officer or servant of the Company in return for any services actually rendered to the Company

Guarantee

- 6 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 the winding up, and
 - (c) adjustment of the rights of the contributories among themselves

Winding Up

- 7 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, but shall be given or transferred to some other institution or institutions in the United Kingdom having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 5, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some other charitable object

Members

- 8 The subscribers to the Memorandum and such other persons as are admitted to Membership in accordance with the Articles shall be Members
- 9 Membership of the Company shall be determined as follows -

BID Members those BID Levy Payers who have provided written confirmation to the Company that they are BID Levy Payers and wish to be formally

admitted as BID Members; and

Public Sector Members 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, and

Voluntary Members those persons who have applied for Membership to the Board, in such format as the Directors shall require, and who have entered into a Voluntary Member's Agreement

- 10 At no time shall Public Sector Members be permitted to account for 20% or more of the overall number of Members of the Company
- 11 A BID Member may be removed as a Member of the Company by
- (a) the passing of a resolution of the Members, or
 - (b) the Board, in circumstances where a BID Member has failed to pay any BID Levy that has become due and payable
- 12 A Voluntary Member may be removed as a Member of the Company by the Board if it is in material breach of the Voluntary Member's Agreement to which it is a party.
- 13 A Public Sector Member may be removed as a Member of the Company by the Board if this is necessary to ensure compliance with article 10
- 14 Any body corporate, partnership, Strategic Agency, Local Authority or unincorporated association admitted as a Member of the Company shall nominate an individual to act as a representative of such body in respect of the Company from time to time and the Member shall have the right to remove such individual and upon his removal nominate another person in his place. The representative nominated from time to time shall exercise all rights as a Member provided that where such a body acts through a representative the body shall first deposit a letter of appointment of authority with the Company before such representatives shall have authority to so act
- 15 A Member may at any time withdraw from the Company by giving at least seven clear days' notice in writing to the Company
- 16 No Member shall be entitled to attend or vote at a general meeting of the Company if any fees, subscription or levies that have become due and payable by it to the Company have not been paid in full and cleared funds at least 24 hours prior to the commencement of the general meeting

General Meetings

- 17 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 18 The Board may call a general meeting at any time and, on the requisition of Members pursuant to the provisions of the Act, shall convene an extraordinary general meeting for a date not later than 28 days after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting any Member may call a general meeting

Notice of general meetings

- 19 An annual general meeting shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.

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.

The notice shall be given to all the Members, Directors and the auditors of the Company, and shall provide such details of all special resolutions to be proposed at the general meeting.

- 20 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 meetings

- 21 No business shall be transacted at any meeting unless a quorum is present. Such quorum to consist of [5] Members (or their nominated representative), of which at least one shall be the nominated representative of a Public Sector Member, save that, if and so long as the Company has only one Member, one Member present in person or by proxy shall be a quorum
- 22 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine

23. The chairman, if any, of the Board or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman
24. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman
25. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting
26. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice
27. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded
- (a) by the chairman, or
 - (b) by at least two Members having the right to vote at the meeting, or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting,
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member
28. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried, unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 29 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 30 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 31 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have
- 32 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 33 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 34 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Votes of Members

- 35 Subject to articles 16 and 30 on a show of hands every Member (or their nominated representative) present in person shall have one vote. On a poll every Member (or their nominated representative) present in person or by proxy shall have one vote
- 36 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the

authority of the person claiming to exercise the right to vote shall be deposited at the office, or such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

37 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

38 The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

[] Limited

I/We [] of [], being a member/members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf the annual/extraordinary general meeting of the company to be held on [], and at any adjournment thereof

Signed on []

39. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

I/We [] of [], being a Member/Members of the above-named company, hereby appoint [] of [], or failing him, [] of [], as my/our proxy to vote in my/our name[s] and on my/our behalf the annual/extraordinary general meeting of the company to be held on [], and at any adjournment thereof

Signed on []

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 [] for [] against
Resolution No 2 [] for [] against

Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this [] day of [].

40 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may -

- (a) in the case of an instrument in writing being deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote,
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,
- (c) be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- (d) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- (e) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

41 A vote given or poll demanded by a proxy or by the duly authorised representative of a body corporate, Local Authority or Strategic Agency shall be valid notwithstanding the previous determination of the authority

of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

Number of Directors

- 42 Unless otherwise determined by ordinary resolution, the minimum number of Directors (other than alternate Directors) shall be not less than three and there shall be no maximum save that if there is only one Member of the Company for the time being the minimum number of Directors shall be one
- 43 The Board shall include Directors representing the following sectors or member types up to the numbers specified below,
- (a) Retail - 2 Directors
 - (b) Education - 2 Directors
 - (c) Office - 2 Directors
 - (d) Food/Restaurant- 1 Director
 - (e) Night Time Economy - 1 Director
 - (f) Transport- 1 Director
 - (g) Independent Business or Small Business- 2 Directors
 - (h) Sheffield City Council Elected Member- 1 Director
 - (i) South Yorkshire Police- 1 Director
 - (j) Leisure and Culture – 1 Director
 - (k) Open seats- 2 Directors
- 44 The following representatives may also attend meetings:
- (a) Sheffield City Council Officer - 1 place
 - (b) Resident Representative from the BID Area - 1 place
 - (c) Business in the BID Area with a rateable value below £40,000 - 1 place

(d) Hospitality Representative from the BID Area – 1 place

(e) BID Manager

Provided that for the avoidance of doubt such representatives shall perform only an observatory and advisory role to the boards and shall be elected by the Directors (and such other committees or sub-committee of the Company) and shall not be permitted to vote at board meetings nor become a director

45 Subject as provided for in article 46 below, the Directors shall be appointed in accordance with articles 57-63 (inclusive)

46 Notwithstanding anything to the contrary contained in these Articles each of Sheffield City Council and South Yorkshire Police shall be entitled to appoint, by notice in writing addressed to the Company, and maintain in office, one Director and to remove any such Director and to appoint a replacement and no Director so appointed shall be required to retire by rotation

Alternate Directors

47. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him

48 An alternate Director shall be entitled to receive notice of all meeting of Directors and of all meetings of committees of Directors of which his appointor is a Member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate Director But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom

49 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment

50 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

- 51 Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointment him

Powers of Directors

- 52 Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors
- 53 The Directors may only alter the apportionment of moneys to be spent on each project identified in the BID Proposal by a maximum of 15% unless approved by a special resolution of the Members
- 54 Subject to establishing a prudent reserve to cover bad debts and contingencies, the Directors may not reduce the overall amount proposed to be spent under the BID Proposal unless approved by a special resolution of the Members
- 55 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

Delegation of Directors' powers

- 56 The Directors may delegate any of their powers to any committee consisting of one or more Directors They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their powers and may be revoked or altered Subject to any such conditions, the proceedings of a committee with two or more Directors shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

Appointment and retirement of Directors

- 57 Subject to article 46, at the second annual general meeting after the adoption of these Articles each Director appointed in accordance with the terms of these Articles shall be required to retire from office and may offer himself for reappointment by the Members Thereafter, at every biennial

annual general meeting thereafter one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Director who is subject to retirement by rotation, he shall retire

- 58 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
- 59 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
- 60 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
- 61 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
- 62 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

63 Subject as aforesaid, the Board may by resolution appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that such Director shall resign at the next Annual General Meeting, but provided further that such Director shall be eligible for re-appointment at such meeting.

Disqualification and removal of Directors

64 The office of a Director shall be vacated if -

- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) he is, or may be, suffering from mental disorder and either
 - (i) he 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; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (d) he resigns his office by notice to the Company, or
- (e) he ceases to be a Member of the Company for any reason or the Member appointing him ceases to be a Member of the Company for any reason,
- (f) he ceases to be an employee, partner or officeholder (as the case may be) of a Member for any reason, or
- (g) he shall for more than twelve consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated

Remuneration of Directors

65 The Directors shall not be entitled to any remuneration

Directors' expenses

66 The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties

Directors' appointments and interests

67 Subject to the provisions of the Act, 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 on any such interest or benefit

68 For the purposes of article 67

- (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

Proceedings of Directors – The Board

69 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary (if any) of the Company at the request of a Director shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. A Director who is also an alternate

Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote

- 70 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 3. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum
- 71 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
- 72 The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting. In the case of an equality of votes at a meeting of the Board, the chairman shall have a second or casting vote
- 73 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote
- 74 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors, but a resolution signed by an alternate Director need not also be signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity
- 75 Subject to article 67 and provided he shall have disclosed his interest as required by the Act, a Director may vote at any meeting of the board or at any committee of the board on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If such Director shall vote on any such resolution as aforesaid, his vote shall be counted, and in relation to any such resolution as aforesaid, he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- 76 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 77 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 Directors or of a committee of Directors
- 78 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
- 79 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
- 80 Without prejudice to the generality of paragraph 52 (above) amongst the functions of the Board shall be to
- (a) define and ensure compliance with the objectives of the Company, including, without limitation the objectives as contained in the BID Proposal,
 - (b) establish policies and plans to meet those objectives,
 - (c) approve each year's budget prior to publication,
 - (d) establish and oversee a framework for delegation and control to employees, officer committees and sub-committees (as appropriate),
 - (e) agree policies and make decisions on all matters that create a significant financial risk to the Company,
 - (f) monitor the Company's performance in relation to these plans, budgets, controls and decisions,
 - (g) appoint (and if necessary remove) the any staff, and
 - (h) from time to time as they see fit (or if required by the Regulations) arrange meetings to which the BID Members and/or Voluntary Members and/or Public Sector Members be invited

Secretary

- 81 Subject to the provisions of the Act, the Directors may appoint a secretary for such term, as such remuneration and upon such conditions as they may think fit, and any secretary may be removed by them,

Minutes

82. The Directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Directors, and
 - (b) of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

Accounts

- 83 No Member shall (as such) 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

- 84 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 85 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. 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 given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 86 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

87 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

Indemnity

88 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

Changes to the Articles

89 Any changes to the Articles shall require the passing of a special resolution by those Members entitled to vote at a general meeting