

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**

YORK & NORTH YORKSHIRE INWARD INVESTMENT BOARD
LIMITED

Incorporated on 8 August 1997

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

YORK & NORTH YORKSHIRE INWARD INVESTMENT BOARD LIMITED

1. The Company's name is "YORK & NORTH YORKSHIRE INWARD INVESTMENT BOARD LIMITED".

2. The Company's registered office is to be situated in England and Wales.

3. The objects for which the Company is established are:

(a) To market the City of York and the County of North Yorkshire nationally and internationally in order to stimulate and promote the establishment within the City of York and ~~elsewhere~~ the County of North Yorkshire (hereinafter referred to as "the City and the County") of new industrial, commercial or business enterprises and the expansion within the City and the County of existing industrial, commercial or business enterprises, which are likely to create employment opportunities for its inhabitants or to add to or contribute to its economic well being or prosperity, and which embody good employment and industrial relations practice.

(b) To identify key trends in international inward investment, adopt an inward investment ~~strategy~~ strategy and to market the City and the County nationally and internationally, in conjunction with other not-for-profit Agencies and local companies and public sector bodies who are considering investment in the City and the County.

(c) To prepare, in conjunction with other Agencies, financial institutions and local developers, financial and support packages for companies and public sector bodies who are considering investment in the City and the County.

(d) To offer a high quality client handling function for inward investors, multi national companies in the City and the County and other major local employers.

(e) To organise the ~~availability~~ availability from supporters of the Company of human resources capable of giving expert advice and practical assistance and material resources in the form of buildings,, land, waste materials, unutilised research, plant or machinery required to enable or assist any individual, company, firm, undertaking partnership, co-operative or other group to establish or expand any industrial, commercial or business enterprise within the City and the County and to make such advice or assistance available on a voluntary or financially assisted basis as shall be

considered appropriate.

(f) To provide a means whereby the business community can benefit the inhabitants of the City and the County without distinction of sex, race or of political, religious or other opinions and contribute to their well-being by associating governmental agencies, local authorities, voluntary organisations, trade unions, employers, professions and the said inhabitants in a common effort to advance and create and provide facilities for the employment and training for employment of the said inhabitants.

(g) To promote, encourage, sponsor, organise and assist any individual, company, firm, undertaking, partnership, co-operative or other group to examine the feasibility of, or to undertake on an experimental basis, any industrial, commercial or business enterprise or project or to undertake the training required to launch any such employment opportunities for the inhabitants of the City and the County or to enhance their economic well-being.

(h) To borrow and raise money for the purposes of the Company in such manner and on such security as the Company may think fit.

(i) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Company.

(j) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or 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.

(k) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them.

(l) To consider all questions connected with trade, commerce and manufacturers and, especially, how those affect either small companies, firms and other industrial, commercial or business enterprises or the creation or establishment thereof in the City and the County.

m) To promote, support or oppose legislative or other measures affecting trade, commerce and manufactures, particularly (but not exclusively) any such measures concerning companies, firms or other industrial, commercial or business enterprises in the City and the County.

(n) To represent, express and give to the opinions of companies, firms or other industrial, commercial or business enterprises in the City and the County on industrial and commercial matters.

(o) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures.

(p) To sell, let mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

(q) Subject to Clause 4 hereof to employ and pay solicitors, accountants, and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.

(r) To collaborate with any organisation, or department of Government, local government, company, institution, societies or association having objects altogether or in part similar to those of this Company.

(s) To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependents of deceased employees and to pay or subscribe to funds or schemes for the provision of life assurance, pensions and retirement benefits for employees and former employees their widows, children and other dependants.

(t) To establish and support, and to aid in the establishment and support of, any other companies formed for all or any of the objects of this Company.

(u) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of this Company.

(v) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.

(w) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institutions, society or body with which this Company is authorised to amalgamate.

(x) To transfer all or any part of the property, assets, liabilities and engagements of this Company to any one or more of the companies, institutions, societies, or associations with which this Company is authorised to amalgamate.

(y) To undertake and execute any trusts or any agency business necessary for the furtherance of the objects of the Company.

(z) To establish and support or aid in establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(aa) To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets or other documents on subjects which are within the objects of the Company.

(ab) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(ac) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration to or reimbursement of any member, officer or servant of the Company for any services rendered to or expenses incurred on behalf of the Company;

(b) of interest on money lent by any member of the Company or of its Board of Directors at a reasonable and proper rate;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors; and

(d) to any member of its Board of Directors of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same 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 he ceases to be a member, and of 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 one pound.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of 'the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such body or bodies 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 such provision, then, to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a member or members of the Company) to be similarly determined.

8. No alteration to this Memorandum or to the Articles of Association of the Company (whether by special resolution or otherwise) shall be of any effect unless prior written consents of the Council of the City of York, [the Council of the County of North Yorkshire and \[Yorkshire Forward\]](#) have been obtained.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

YORK & NORTH YORKSHIRE INWARD INVESTMENT BOARD LIMITED

INTERPRETATION

1. In these Articles: “the Act” means the Companies Act, 1985 as amended.

“the seal” means the common seal of the Company.

“secretary” means any person appointed to perform the duties of the secretary of the Company.

“the United Kingdom” means Great Britain and Northern Ireland.

“the City Council means the Council of the City of York.

“the County Council” means the Council of the County of North Yorkshire

“Yorkshire Forward” means [insert the legal name of Yorkshire Forward]

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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 at which these Articles become binding on the Company.

MEMBERS

2. (a) Subject as hereinafter mentioned the members of the Company shall be the subscribers to the Memorandum of Association and such other persons as shall be appointed or admitted to membership in accordance with these presents.

(b) ~~The Council shall be entitled at any time and from time to time by notice in writing to appoint additional members of the Company from amongst persons who are for the time being members or officers of the Council and for the~~

~~purposes of this paragraph and of paragraph (c) below, the subscribers to the Memorandum of Association who were at the time of such subscription members or officers of the Council shall be deemed to have been so appointed by the Council on the date of incorporation of the Company.~~

~~(c) No such appointment as aforesaid shall become effective until the person appointed shall either have signed a form accepting such appointment and left it at the office or shall have signed his name in the Register.~~

~~(d) By like notice the Council shall be entitled to cause to retire from membership any member so appointed by it and by like notice in the place of any member so retiring or of any member so appointed by it who may die or resign or vacate office under Article 3(a) hereof appoint another member from amongst persons who are for the time being members or officers of the Council subject only to paragraph (c) of this Article.~~

(b) The City Council shall be entitled by notice in writing to appoint up to three members of the Company.

(c) The County Council and Yorkshire Forward shall each be entitled to appoint one member of the Company and for the purposes of this paragraph Adam Purser shall be deemed to have been appointed by Yorkshire Forward.

(d) By like notice the City Council, the County Council and Yorkshire Forward shall be entitled to cause or retire from membership any member which they individually have appointed and by like notice in the place of any member so retiring or of any member which they have individually appointed who may die or resign or vacate office under Article 3(a) hereof appoint another member of the Company.

(e) Any notice to be given under the provisions of this Article shall be addressed to the Secretary and left at the registered office of the Company and shall be signed on behalf of the Council-City Council, the County Council or Yorkshire Forward (as the case may be) by its Chief Executive or other principal chief officer or any other officer duly authorised in that behalf. Any such notice will become effective on delivery to the registered office of the Company.

(f) Without prejudice to the powers of the Council-City Council, the County Council and Yorkshire Forward to appoint and remove members, such persons as the directors shall admit to membership shall be members of the Company. The Directors shall ensure that at all times that those members who are appointed or nominated by local authorities or are members or officers of a local authority do not form a majority of the members of the Company.

(g) The directors shall be entitled to cause to retire from membership any member admitted to membership by them and in place of any such member so retiring or of any such member who may die or resign or vacate office under Article 3(a) hereof admit to membership another member.

3. (a) A member shall retire from membership forthwith in the following cases

(i) if he shall give notice of resignation in writing to the Company

(ii) ~~if having been appointed by the Council he shall cease to be a member or officer thereof~~ if having been appointed by the City Council or the County Council when he was a member or officer of the Council appointing him he ceases to be a member or officer thereof

(iii) if he shall be removed pursuant to Articles 2(d) or 2(g) hereof.

(b) The City Council, the County Council or Yorkshire Forward may not ~~itself themselves~~ be or become ~~a members~~ of the Company.

GENERAL MEETINGS

4. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

5. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

7. 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 meeting and, in case of special business, the general nature of that business 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 the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) 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.

8. 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

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

10. 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; save as herein otherwise provided, two members present in person shall be a quorum.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned 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 Directors may determine.

12. The chairman, if any, of the board of directors shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.

13. If at any meeting 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 shall choose one of their number to be chairman of the meeting.

14. The chairman 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.

15. 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:-

(a) by the chairman; or

- (b) by at least two members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman 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 recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman 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.

18. 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 at such time as the chairman 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.

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

25. 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 48 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as thereto as circumstances admit:

I/We of in the County of being a
member/members of the above named Company, hereby appoint
of or failing him of as my/our
proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the Company to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19

27. Where it is desired to afford members an opportunity of against a resolution the instrument appointing a proxy shall be in form or a form as near thereto as circumstances admit:

I/We of in the County of being a
member/members of the above named Company, hereby appoint
of or failing him of as my/our
proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the
case may be) General Meeting of the Company to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired*

28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

29. 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 Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

30. Any 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, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

31. The first directors shall be the persons nominated on the statement delivered to the Registrar of Companies and signed by or on behalf of the subscribers to the Memorandum and those directors who are members or officers of the [City Council](#) shall be deemed to have been appointed by the Council under Article 39(a) hereof.

32. The directors may be paid out of pocket expenses properly incurred by them in attending and returning from meetings of the directors, or any committee of the directors, or General Meetings of the Company, or in connection with the business of the Company.

BORROWING POWERS

33. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

34. The business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

35. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such

attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

37. The directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the directors and of committees of directors;

DISQUALIFICATION OF DIRECTORS

38. The office of director shall be vacated if the director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a director by reason of any disqualification order made under the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his office by notice in writing to the Company; or
- (e) ceases to be a director by virtue of Section 293 of the Act; or
- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
- (g) ceases to be a director by virtue of Articles 39(a) or 45(b) hereof; or
- (h) having been appointed by the City Council ceases to be a member or officer thereof, or the County Council when he was a member or officer of the Council appointing him he ceases to be a member or officer thereof

A director may vote, at any meeting of the Directors or of any committee of the directors, 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 whatsoever, and if he 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.

APPOINTMENT, REMOVAL AND ROTATION OF DIRECTORS THE COUNCIL

39. (a) ~~The Council shall have power at any time, and from time to time, to appoint any person from amongst persons who are for the time being members or officers of the Council as a director, either to fill a casual vacancy arising amongst the directors appointed, or deemed to have been appointed by, the Council, or as an addition to such directors, and may remove any person appointed, or deemed to have been appointed, by the Council as a director from amongst members or officers of the Council provided that the Council shall not be entitled to exercise its powers under this Article so as to appoint a majority of the directors for the time being~~The City Council shall be entitled by notice in writing to appoint up to three directors.

(b) ~~Every such appointment or removal shall be made by notice in writing signed on behalf of the Council by its Chief Executive or other principal Chief officer or any other officer duly authorised on that behalf, and, in the case of an appointment, by the appointee. Such instrument shall take effect on the receipt thereof at the registered office of the Company, and shall be annexed to the Director's Minute Book as soon as practicable after such receipt. In the case of a removal, a copy of the notice shall be served forthwith on the director affected thereby~~The County Council and Yorkshire Forward shall each be entitled to appoint one director and for the purposes of this paragraph Adam Purser shall be deemed to have been appointed by Yorkshire Forward

(c) By like notice the City Council, the County Council and Yorkshire Forward shall be entitled to remove any director which they individually have appointed and by like notice in place of any director so removed or of any director which they have individually appointed who may die or resign or vacate office under Article 38 hereof appoint another director.

(d) Any notice to be given under the provisions of this Article shall be addressed to the Secretary and left at the registered office of the Company and shall be signed on behalf of the City Council, the County Council or Yorkshire Forward (as the case may be) by its Chief Executive or other principal chief officer or any other officer duly authorised in that behalf. Any such notice will become effective on delivery to the registered office of the Company.

(e) No person appointed, or deemed to have been appointed, as a director, by the City Council, the County Council or Yorkshire Forward shall be required to retire by rotation.

THE DIRECTORS AND COMPANY

40. At the first Annual General Meeting of the Company all the directors who are not members or officers of the City Council or who were appointed by the directors under Article 45 hereof shall retire from office, and at the Annual General Meeting in every subsequent year one-third of such directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

41. The directors referred to in Article 40 hereof to retire in every year shall be

those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot or by the remaining directors.

42. A retiring director shall be eligible for re-election.

43. The Company at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been reelected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

44. No person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any General Meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

45. (a) The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy arising in the number of the directors who are not ~~members or officers of the Council~~appointed by the City Council, the County Council or Yorkshire Forward or appointed by the directors under this Article or appointed by the Company in General Meeting, or as an addition to the existing directors. Any director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting. Provided that in the event of such a casual vacancy arising and as a result the number of directors who are ~~also members or officers of the Council~~appointed by local authorities form a majority of the number of directors the directors shall ~~at their next meeting forthwith take steps to~~ fill that vacancy from amongst persons who are not members or officers of ~~the Council~~ a local authority.

(b) The directors shall have power at any time, and from time to time, to remove from office any director who ~~is not a member or officer of the Council~~has not been appointed by the City Council, the County Council or Yorkshire Forward.

PROCEEDINGS OF DIRECTORS

46. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. 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.

47. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

48. The continuing directors may act notwithstanding any vacancy in their body, but,

if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of summoning a General Meeting of the Company, but for no other purpose.

49. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.

50. The directors may delegate any of their powers to committees consisting, of such persons as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

51. A committee shall elect a member as chairman of its meetings.

52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

53. All acts done by any meeting of the directors or of a committee of the directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

54. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

SECRETARY

55. Subject to Section 13(5) of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

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

THE SEAL

57. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

ACCOUNTS

58. The directors shall cause accounting records to be kept in accordance with Sections 221 to 223 (inclusive) of the Act.

59. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.

60. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in General Meeting.

61. The directors shall from time to time in accordance with Sections 227 to 229 (inclusive) of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with

Chapter V Part XI of the Act.

NOTICES

64. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

(a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.