

**The Companies Act 2006  
Company limited by Guarantee**

**Articles of Association**

**of Better Bankside**

**Interpretation**

1 In these regulations:

the **Act** means the Companies Act 2006 including any statutory modification or reenactment thereof for the time being in force;

the **Articles** means the articles of the Company;

**the BID Area** means the area within which the Company operates the BID;

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

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

**the BID Members** means those members of the Company who are non-domestic ratepayers responsible for paying the BID Levy;

**the BID Proposal** means the plan voted for by the BID Members which sets out the objectives of the BID;

**the Board** means the board of directors of the Company;

**Clear Days** means in relation to the 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** means the same as in the Electronic Communications Act 2000;

**Electronic Communication** means the same as in the Electronic Communications Act 2000;

**Executed** includes any mode of execution;

**Office** means the registered office of the Company;

**Large Business** means those BID Members who employ more than 250 people;

**Local Authority Representatives** means an individual representing a local authority from *the London Borough of Southwark*;

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

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

**Members** means BID Members, Residential Members, Public Sector Members and

Voluntary Members collectively;

**Memorandum** means the memorandum of association of the Company;

**Occupiers** means those Voluntary Members who occupy property or premises within the BID Area;

**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 meetings;

**Representatives** means the Local Authority Representative and any representative from any Strategic Agency collectively;

**the Residential Members** means those Members of the Company (such Members to be represented by local residents' associations only or bodies of a similar nature) who are residents within the BID Area, or members of a residents' association which operates within the BID Area, and are not BID Members or Voluntary Members the seal means the common seal of the Company;

**the Regulations** means the Business Improvement Districts (England) Regulations 2004 (as may be amended from time to time);

**SME** means those BID Members who employ less than 250 people;

**Strategic Agencies** means any government body, public sector body or regional body within the UK;

**the 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;

**the Voluntary Members** means those Members of the Company who are not BID Members but who make voluntary payments to the Company for the purposes of securing or procuring the objectives of the BID Proposal and the Company;

**Voluntary Members' Agreement** means an agreement to be entered into between a Voluntary Member or Residential Member and the Company in a form approved by the Board 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.

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.

## **Members**

2 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.

3 Membership of the Company shall be determined as follows:-

**BID Members** - these shall consist of 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/or)*

**Voluntary Members** - prior to membership such Members shall be required to submit an application for membership to the Board in such form as the directors shall require. Such group or person shall not be admitted as Voluntary Members unless first approved by the directors. Voluntary Members shall be required to enter into a Voluntary Members' Agreement as a condition of membership; *(and/or)*

**Residential Members** - prior to membership such Members shall be required to submit an application for membership to the Board in such form as the directors shall require for the avoidance of doubt applications from individual residents within the BID Area will not be accepted, each individual must belong to a relevant resident group or association within the area. Such group or person shall not be admitted as a Residential Member unless first approved by the directors; *(and/or)*

**Public Sector Members** - prior to membership such Members shall be required to submit an application for membership to the Board in such form as the directors shall require. Such group or person shall not be admitted as a Public Sector Member unless first approved by the directors.

- 4 A Member shall be removed as a Member of the Company by a passing of a resolution by those Members entitled to vote at a general meeting.
- 5 Any corporate body, 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 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 act in respect of the Company.
- 6 At no time shall Representatives be permitted to be a Member of the Company where the total number of Members made up of Representatives would account for 20% or more of the overall number of Members for the Company so as to ensure that the Company shall not be under the control of a local authority and/or regulated, or subject to the influence of a local authority.
- 7 A Member may at any time withdraw from the Company by giving at least seven Clear Days' notice to the Company.

#### **General meetings**

- 8 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 9 The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general within the timeframes set out in the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Company may call a general meeting. Not more than 15 months shall elapse between the date of one annual general meeting of a Company and that of the next.
- 10 The Board may make whatever arrangements it considers fit to allow those entitled to so to attend and participate in any general meeting and shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to

do so by means of electronic facility or facilities.

- 11 The Members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chair is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
- (a) participate in the business for which the meeting has been convened;
  - (b) hear all persons who speak at the meeting; and
  - (c) be heard by all other persons attending and participating in the meeting.

Unless otherwise specified in the notice of meeting or determined by the chair of the meeting, a general meeting is deemed to take place at the place where the chair of the meeting is at the time of the meeting.

#### **Notice of general meetings**

- 12 All general meetings shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety 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 auditors, and shall provide details of all special, extraordinary and elective resolutions to be proposed at the general meeting.

- 13 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.
- 14 If pursuant to regulation 10 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
- (a) include a statement to that effect;
  - (b) specify the means, or all different means, of attendance and participation there at.

#### **Proceedings at general meetings**

- 15 No business shall be transacted at any meeting unless a quorum is present. Such quorum shall consist of 7 Members including 5 BID Members (in each case including their duly authorised representatives or proxies).
- 16 If such 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.
- 17 The chair, if any, of the Board or in the chair's absence some other director nominated by the directors shall preside as chair of the meeting, but if neither the chair 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 chair

and, if there is only one director present and willing to act, that director shall be chair.

18 If no director is willing to act as chair, 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 chair.

19 A director shall, notwithstanding that that director is not a Member, be entitled to attend and speak at any general meeting.

20 The chair 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.

21 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 chair; 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.

22 Unless a poll is duly demanded a declaration by the chair 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.

23 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair 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.

24 A poll shall be taken as the chair directs and the chair 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.

22 In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote the chair may have.

23 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair 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.

24 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.

### Votes of Members

25 Subject to regulation 26 on a show of hands every Member present in person and eligible to vote shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

26 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 chair whose decision shall be final and conclusive.

27 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) -

\*\*\* PLC/Limited

I/We,\*\* , of \*\* , being a Member/Members of the above-named company, hereby appoint \*\* of \*\* , or failing that person, \*\* of \*\* , as my/our proxy to vote in my/our names] and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on \*\* , and at any adjournment thereof.

Signed on\*\*

28 Where it is desired to afford Members an opportunity of instructing the proxy how the proxy 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) -

\*\*\* PLC/Limited

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

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 the proxy thinks fit or abstain from voting.

Signed this \* \*                      day of \* \*                      ."

29 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 or in any instrument of proxy sent out by the Company in relation to 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 chair 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 regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

30 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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**

31 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

**Alternate directors**

32 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 that director.

- 33 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which that alternate director's appointor is a Member, to attend and vote at any such meeting at which the director appointing that alternate director is not personally present, and generally to perform all the functions of that alternate director's appointor as a director in that director's absence but shall not be entitled to receive any remuneration from the Company for that alternate director's 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.
- 34 An alternate director shall cease to be an alternate director if that alternate director's appointor ceases to be a director; but, if a director retires pursuant to regulation 40 or otherwise but is reappointed or deemed to have been reappointed at the meeting at which that director retires, any appointment of an alternate director made by that director which was in force immediately prior to that director's retirement shall continue after that director's reappointment.
- 35 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.
- 36 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 that alternate director's own acts and defaults and that alternate director shall not be deemed to be the agent of the director appointing that alternate director.

#### **Powers of directors**

- 37 Subject to the provisions of the Act, the Memorandum and 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 Memorandum or 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. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 38 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 that director's powers.

#### **Delegation of directors' powers**

- 39 The directors may delegate any of their powers to such person or committee by such means (including by power of attorney) to such an extent and in relation to such matters or territories as they think fit. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more Members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

#### **Appointment and retirement of directors**

- 40 Each director shall be required to retire from office at the third annual general meeting following their appointment.
- 41 If the Company, at the meeting at which a director retires pursuant to regulation 40, 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.
- 42 Each director shall be required to retire from office and shall not be able to stand for reappointment upon serving for nine years in office, unless an extension to their term in office is agreed by at least 75% of other directors of the Company.
- 43 No person other than a director retiring pursuant to regulation 40 shall be appointed or reappointed a director at any general meeting unless:
- (a) that person is recommended by the directors; or
  - (b) not less than ten 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 that person 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.
- 44 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 pursuant to regulation 40 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 that person at the meeting for appointment or reappointment as a director.
- 45 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 46 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors.
- 47 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If that person is not reappointed, that person shall if willing to act retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

#### **Disqualification and removal of directors**

- 48 The office of a director shall be vacated if:
- (a) that person 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) that person becomes bankrupt or makes any arrangement or composition with that person's creditors generally; or
  - (c) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
  - (d) that director is removed from office by notice in writing signed by all the other Members of the Company; or

- (e) that person resigns their office by notice to the Company; or
- (f) that person shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that director's office be vacated.

#### **Remuneration of directors**

49 The directors are entitled to such remuneration as the directors determine for their services to the Company as directors and for any other service which they undertake for the Company.

#### **Directors' expenses**

50 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**

51 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for that director's employment by the Company or for the provision by that director of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if that director ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company. A managing director and a director holding any other executive office shall not be subject to retirement pursuant to regulation 40.

52 Each director shall disclose to the Board the nature and extent of their interest in an actual or proposed transaction or arrangement with the Company.

53 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which that director has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company unless that director has complied with regulation 52 and the interest or duty arises only because the case falls within one or more of the following paragraphs:

a) the resolution relates to the giving to that director of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by that director for the benefit of, the Company or any of its subsidiaries;

b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

c) that director's interest arises by virtue of that director subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;

d) the resolution relates in any way to a retirement benefits scheme which has been

approved, or is conditional upon approval, by HMRC for taxation purposes;

e) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

f) the interest has been authorised by the directors or the Members by way of ordinary resolution, save that an authorisation by the directors is only effective if any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director and the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

54 A director notwithstanding his office may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

a) 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 that director derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, provided that that relevant director has complied with regulation 52.

55 For the purposes of regulation 52 to 54:

a) an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise;

b) 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

c) an interest of which a director has no knowledge and of which it is unreasonable to expect that director to have knowledge shall not be treated as an interest of his.

#### **Directors' gratuities and pensions**

56 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on that director, and may (as well before as after that director ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### **Proceedings of directors - The Board**

57 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, 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. In the case of an equality of votes, the chair shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of that director's appointor to a separate vote on behalf of that alternate director's appointor in addition to that alternate director's own vote.

58 The Board shall be drawn from the following sectors in appropriately the following numbers, or such other numbers as the Board thinks fit to represent the interests of the Members:-

5 Large Business

4 SMEs

2 Property Owners as Voluntary Members

2 Residential Members

as well as up to four directors from other sectors.

59 The following Representatives shall also sit on the Board:-

1 Local Authority representative

2 Strategic Area representatives

provided that for the avoidance of doubts such Representatives shall perform only an advisory role to the Board and shall be elected by the Directors (and such other committees or sub-committees of the Company) and shall not be permitted to vote at Board meeting nor become a director, nor count towards the quorum for meetings of the Board.

60 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 that person's appointor is not present, be counted in the quorum.

61 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.

62 The directors may appoint one of their number to be the chair of the Board and may at any time remove that director from that office. Unless that director is unwilling to do so, the director so appointed shall preside at every meeting of directors at which that director 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 chair of the meeting.

63 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.

64 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 directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate

director, it need not be signed by the alternate director in that capacity.

- 65 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.
- 66 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.
- 67 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 chair of the meeting and his ruling in relation to any director other than the chair shall be final and conclusive.
- 68 Without prejudice to the generality of paragraph 57(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 Objects;
  - (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 Chief Executive and any senior staff; and
  - (h) from time to time as they see fit (or if required by the Regulations) arrange meetings to which the BID Levy Members, and/or Voluntary Members and/or Public Sector Members be invited.

### **Minutes**

- 69 The directors shall cause minutes to be created and kept -
- (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.

### **The seal**

- 70 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director or by a second director.

### **Accounts**

- 71 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**

- 72 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.
- 73 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 that Member, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to that Member 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.
- 74 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.
- 75 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**

- 76 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 that director in defending any proceedings, whether civil or criminal, in which judgment is given in that director's favour or in which that director is acquitted or in connection with any application in which relief is granted to that director 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 Memorandum or Articles**

- 77 Any changes to the Memorandum or Articles shall require the passing of a special resolution by those Members entitled to vote at a general meeting.