

**Lancashire Enterprise Partnership Limited**

**Company Number 07388600**


**Special Written Resolution of the Sole Member of Lancashire**

**Enterprise Partnership Limited ("the Company")**

**Pursuant to Chapter 2 of Part 13 of the Companies Act 2006**

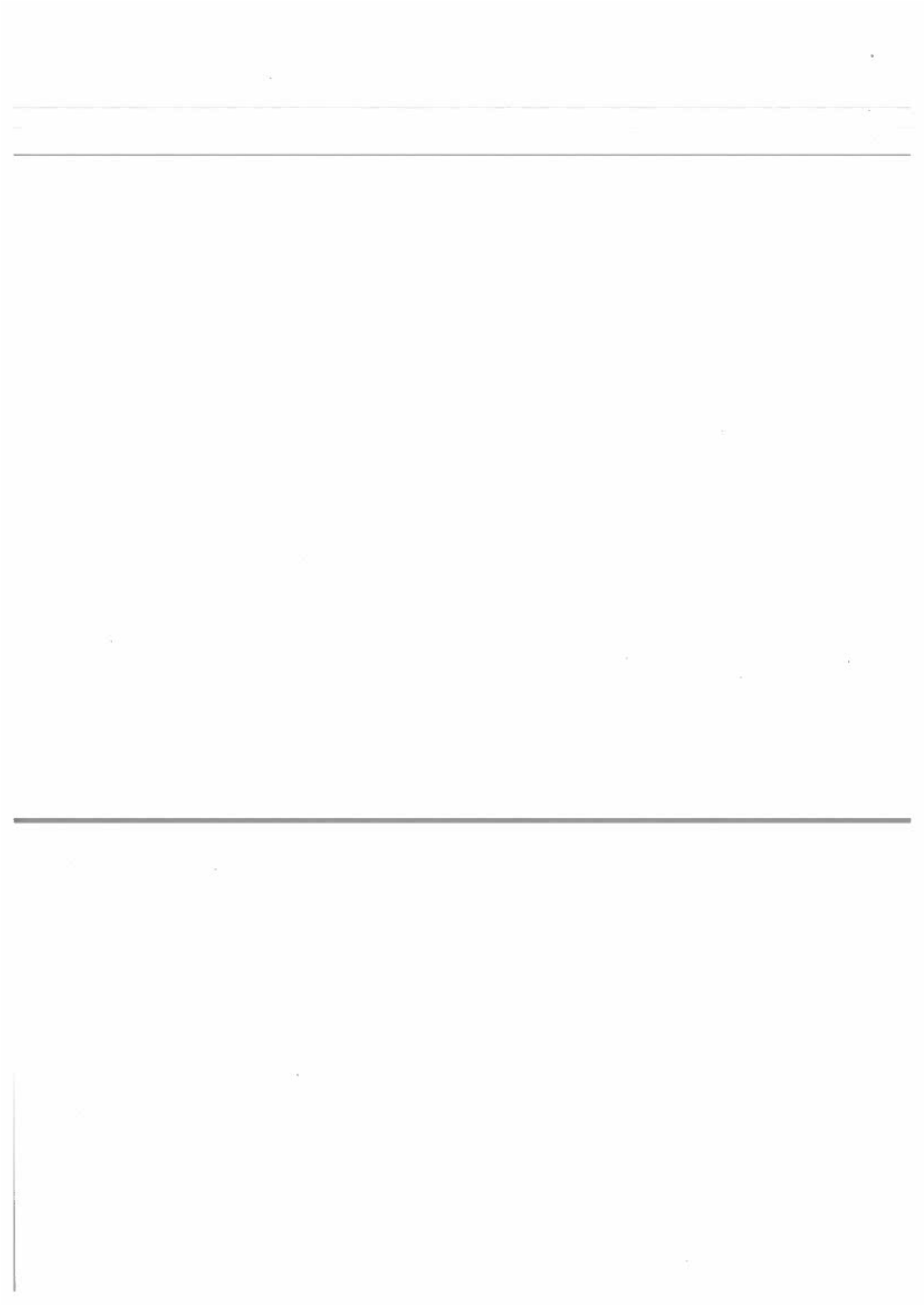
**On 29<sup>th</sup> March 2019, Lancashire County Council, as Sole Member of the Company, passed the following Resolution:**

That the Articles of Association in the form annexed hereto be adopted as the new Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association.

Signed 

Laura Sales  
Company Secretary

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Certified a True Copy



Laura Sales - Company Secretary

29<sup>th</sup> March 2019

**THE COMPANIES ACT 2006 (as amended)**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**COMPANY NUMBER: 07388600**

**ARTICLES OF ASSOCIATION**

**OF**

**LANCASHIRE ENTERPRISE PARTNERSHIP LIMITED**

**("the Company")**

**1. PRELIMINARY**

The regulations contained in the model Articles of Association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 in force at the time of adoption of these Articles shall apply to the Company save in so far as they are excluded or varied by these Articles.

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**2. OPERATIVE CLAUSES**

2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

**"Area"** the administrative Areas of Lancashire, Blackburn with Darwen, Blackpool, and adjacent administrative Areas;

**"these Articles"** the Articles of Association of the Company adopted from time to time;

**"Board"** the Board of Directors of the Company from time to time;

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<b>"Board Chair"</b>	the Chairperson of the Board from time to time, as such person is appointed pursuant to these Articles;
<b>"Companies Act 2006"</b>	the Companies Act 2006 (as amended from time to time);
<b>"Clear Days"</b>	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;
<b>"Company"</b>	the word "Company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere;
<b>"the Directors"</b>	the Directors from time to time of the Company or (as the context shall require) any of them acting as the Board of the Company;
<b>"Electronic Address"</b>	any address or number used for the purposes of sending or receiving documents or information by Electronic Means;
<b>"Electronic Form" and "Electronic Means"</b>	have the meaning given in Section 1168 of the Companies Act 2006;
<b>"Executed"</b>	includes any mode of execution;
<b>"Hard Copy Form"</b>	has the meaning given in Section 1168 of the Companies Act 2006;
<b>"Lancashire"</b>	Lancashire County Council as constituted on the date of incorporation of the Company or any other successor body, authority or corporation responsible for the

provision of services to the administrative county of Lancashire;

<b>"Members"</b>	Lancashire County Council and any Members subsequently admitted in accordance with Article 4.1 (or any of them as the context may require);
<b>"Observer"</b>	A person authorised to attend Board meetings in accordance with Article 13.15;
<b>"Objects"</b>	the Objects of the Company set out in Article 3.1;
<b>"Seal"</b>	the common Seal of the Company (if any);
<b>"Secretary"</b>	the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or Deputy Secretary;
<b>"Statutes"</b>	the Companies Acts as defined in Section 2 of the Companies Act 2006 and every other statute, order, regulation, instrument or other subordinate legislation for the time being in force relating to companies and affecting the Company;

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<b>"United Kingdom"</b>	Great Britain and Northern Ireland.
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2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

2.3 The word "address" where it appears in these Articles includes postal address and Electronic Address and registered address shall be construed accordingly.

### 3. OBJECTS

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3.1 The Company has been established to:

3.1.1 promote, oversee and facilitate the economic development, growth and regeneration of the Area; and

3.1.2 to facilitate (through a designated Committee) the discharge of all Local Transport Body functions.

3.2 None of the Objects shall be restrictively construed but the widest interpretation shall be given to each such Object, and none of such Objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other Object or Objects or by reference to or inference from the name of the Company.

#### 4. MEMBERS

4.1 Lancashire County Council and such other persons as are admitted to Membership in accordance with these Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless by the unanimous approval of the other Members save that where a Member shall cease to exist its statutory successor shall (on providing its confirmation to the Company that it wishes to do so) automatically become a Member of the Company. Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form as the existing Members require to be Executed by him agreeing to be bound by these Articles and upon being so admitted his name shall be entered in the register of Members of the Company.

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~~4.2 A Member of the Company shall cease to be a Member in the event of such Member's resignation, by the giving of written notice to the Company.~~

4.3 Any matter to be determined by the Members shall be determined in accordance with these Articles and the Statutes.

4.4 In the event that a Combined Authority is formed pursuant to the Local Democracy, Economic Development and Construction Act 2009 and the Cities and Local Government Devolution Act 2016 in Lancashire each Local Authority Member shall automatically cease to be a Member and will be replaced by a single member namely the Combined Authority.

4.5 In the event of a local government reorganisation leading to a Local Authority Member merging with another Local Authority Member, each Local Authority Member affected by the reorganisation shall automatically cease to be a Member of the company and will be replaced by the Local

Authority newly created by the reorganisation that has replaced those individual authorities.

## **5. GENERAL MEETINGS**

- 5.1 The Company may 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 notice calling it. An annual general meeting shall be held at such time and place as the Members shall determine.
- 5.2 The Directors and any Member may require the Secretary to convene a general meeting and, at such time, shall confirm to the Secretary the nature of the business to be considered at such general meeting.
- 5.3 If there are not sufficient Directors capable of activity to form a quorum in order to call a general meeting, any Director or any Member of the Company may call a general meeting.

## **6. NOTICE OF GENERAL MEETINGS**

- 6.1 Subject to the provisions of the Companies Act 2006 all general meetings shall be called by at least fourteen Clear Days' notice in writing but may also be called by shorter notice if it is so agreed in accordance with section 307(4) of the Companies Act 2006. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
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- 6.2 Notwithstanding that the Company does not have a share capital every notice convening a general meeting shall comply with the provisions of Section 325(1) of the Companies Act 2006 as to giving information to Members in regard to their rights to appoint proxies and in regard to notices of and other communications relating to any general meeting which any Member is entitled to receive shall be sent to the Directors and to the auditors for the time being of the Company. Notice shall be given in accordance with the Companies Act 2006 that is, in Hard Copy Form, Electronic Form or by means of a website.
- 6.3 The Company may send a notice of meeting by making it available on a website or by sending it in Electronic Form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the Companies Act 2006.

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## 7. PROCEEDINGS AT GENERAL MEETINGS

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- 7.1 Subject to Article 7.3 no business shall be transacted at any general meeting unless a quorum is present. For so long as Lancashire County Council remains a Member of the Company, a quorum shall consist of the authorised representative of Lancashire County Council.
- 7.2 Each Member shall give written notice from time to time to the Secretary of the identity of such Member's duly authorised representative(s) for the purpose of general meetings. Each Member shall procure that where a duly authorised representative of such Member is present at a general meeting such duly authorised representative has the requisite authority to attend, vote and speak at such general meeting on all matters before such general meeting. For the avoidance of doubt, although each Member shall be entitled to appoint more than one duly authorised representative from time to time, only one duly authorised representative shall be entitled to attend any general meeting on behalf of such Member.
- 7.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed the Member or Members present in person or by duly authorised representative (where appropriate) entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at ~~the meeting from which the adjournment took place.~~
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- 7.4 The Members may appoint any duly appointed representative of a Member as the Chair and may remove him from that office. Unless he is unwilling to do so, the Chair shall preside at every meeting of the Members.
- 7.5 If the Chair is not present at any general meeting and no other representative of a Member is willing to act in such capacity, the Members present shall choose one of the Directors present to be Chair of the meeting.
- 7.6 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 7.7 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from



time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place.

7.8 Subject to the Statutes at any general meeting, a resolution put to the vote of the meeting shall (save where expressly stated otherwise in these Articles) be carried only on a majority vote in favour and 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 Companies Act 2006, a poll may be demanded:

7.8.1 by the Chair;

7.8.2 by at least 2 Members having the right to vote at the meeting represented by their duly authorised representative(s), proxy or present in person; or

7.8.3 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 a duly authorised representative for a Member shall be the same as a demand by the Member.

7.9 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or not carried by a majority (or otherwise as the case may be) and an entry to that effect in the minutes of the meeting 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.

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7.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall not be entitled to a casting vote.

7.11 A resolution in writing, Executed by the requisite number of Members required to pass a resolution by simple majority or unanimously (as the case may be and as required by the Statutes and these Articles) shall be valid and take effect as if it had been passed at a meeting duly convened and held. Any such resolution shall be circulated in writing or by Electronic Form by the Secretary to all Members and shall be accompanied by a statement informing Members how to signify agreement to such resolution. A resolution in writing may consist of several instruments in the like form each Executed by or on behalf of one or more Members. In the event that the requisite number of signatures required for the resolution to be passed are not returned within 28 days from the date that the resolution was sent to all

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Members (and in the event that the written resolution was sent to Members on different days, the last of those days), the resolution shall be deemed not to have been passed by the Members.

- 7.12 Wherever in these Articles any notice, resolution or other document is required to be signed by any person, the reproduction of the signature of such person by means of telex, printout, or facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.

## **8. VOTES OF MEMBERS**

On a show of hands every Member (being an individual) present in person or present by a duly authorised representative shall have one vote and on a poll every Member present in person or by a duly authorised representative (as the case may be) shall have one vote.

## **9. NUMBER OF DIRECTORS**

Unless and until otherwise agreed by the Members the number of Directors shall be not less than 4 and not more than 25.

## **10. APPOINTMENT OF DIRECTORS**

- 10.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by ordinary resolution of the Members of the Company.

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- 10.2 The Directors may, from time to time, appoint any Director to be the Board Chair and may remove him from that office from time to time. Unless he is unwilling to do so, the Board Chair so appointed shall preside at every meeting of the Directors at which he is present.

## **11. ALTERNATE DIRECTORS**

For the avoidance of doubt, save with the express consent of the Company's Members, directors shall not be entitled to appoint alternates.

## **12. POWERS OF DIRECTORS**

- 12.1 Subject to the provisions of the Statutes, these 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 these 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 Article 12.1 shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

## **COMMITTEES**

12.2 Subject always to committees or sub-committees conforming to any terms of reference and/or regulations agreed by the Board and unless the Members determine otherwise the Board may delegate any of its powers to committees or sub-committees consisting of such Director or Directors as the Board thinks fit.

12.3 Subject to this Article 12, the meetings and proceedings of such committee or sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Insofar as such power is so delegated, any reference in these Articles to the exercise by the Directors of such power shall be read and construed as if it were a reference to such committee or sub-committee.

## **TRANSPORT FOR LANCASHIRE COMMITTEE**

12.4 The Company shall have a "Transport for Lancashire" Committee with full powers to discharge all Local Transport Body functions which may, from time to time, be delegated to Local Transport Bodies. For the avoidance of doubt the Board shall not be entitled to amend or reverse any decision falling within the remit of the Committee.

12.5 The Committee shall comprise the following members:

- i) The Leader of Lancashire County Council;
- ii) The Leader of Blackburn with Darwen Borough Council;
- iii) The Leader of Blackpool Borough Council;
- iv) The Board Chair; and
- v) The Vice Chair of the Board.

12.6 The Company Secretary (or his representative) shall act as Secretary to the Committee and shall be entitled to attend all Committee meetings.

12.7 The Committee shall have full power to agree an Assurance Framework which shall regulate the operations of the Committee. For the avoidance of

doubt the provisions of the Assurance Framework shall not be excluded or varied by these Articles.

**13. PROCEEDINGS OF THE DIRECTORS**

13.1 The Board may meet together for the despatch of business, adjourn and, regulate their meetings as they think fit providing always that the Board shall meet no less than four times in each financial year of the Company (save where otherwise agreed by a resolution of the Members). The Board Chair or not less than three Directors may require the Secretary to convene a Board meeting and, at such time, shall confirm to the Secretary the nature of the business to be considered at such Board meeting save where otherwise required by these Articles; questions arising at any meeting shall be decided by a simple majority of votes and each Director shall have one vote. In case of an equality of votes, the Board Chair shall not have a second or casting vote and the resolution in question shall be referred to the Members for determination in writing in accordance with Article 7.11 or at the next general meeting of the Company.

13.2 Subject to Articles 13.5 and 13.6:

13.2.1 no business shall be transacted at any Board meeting unless a quorum is present; and

13.2.2 a quorum shall be half of the Directors appointed in accordance with Article 10 rounded up to the next whole number, or five Directors, whichever is the fewer.

13.3 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, they may act only for the purpose of calling a general meeting.

13.4 Unless otherwise agreed by the Members and the Chair, meetings of the Board and any committee or sub-committee thereof shall be summoned by not less than seven days' notice served on the Directors and in the case of any committee or sub-committee meetings, on the Members of such committee or sub-committee (save where a majority of the Directors on the relevant Board committee or sub-committee confirm to the Secretary their agreement to the calling of a meeting on shorter notice). Any such notice must include an agenda circulated by the Secretary of the matters to be discussed at any such meeting. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

13.5 If a quorum is not present within half an hour from the time appointed for a meeting of the Board, the meeting of the Board 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.

13.6 Any Director may participate in a meeting of the Directors or a committee of the Directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Board Chair of the meeting then is.

#### **Directors Interests**

13.7 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes, unless:

13.7.1 the directors of the Company authorise the conflict of interest, provided when agreeing to such authorisation, a quorum is met without counting the interested director and the interested director is excluded from any vote or decision;

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

13.7.3 the director's conflict of interest arises from a permitted cause.

13.8 For the purposes of these Articles, the following are permitted causes:

13.8.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

13.8.2 subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

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13.8.3 arrangements pursuant to which benefits are made available to ~~employees and directors or former employees and directors of the~~ company or any of its subsidiaries which do not provide special benefits for directors or former directors.

13.9 For the purposes of these Articles, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

13.10 Subject to Article 13.11, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

13.11 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

13.12 For the avoidance of doubt, a Director shall not be deemed to be interested in any matter with Lancashire County Council, a Unitary Authority or a District Council in the Area or any Company in which one or more of those Local Authorities has an interest merely by reason that he or his spouse is a member or employee of Lancashire County Council, a Unitary Authority or a District Council or is a resident or Council Tax payer in Lancashire, ~~Blackburn with Darwen or Blackpool or a Director or Officer of a Company~~ in which, Lancashire County Council, a Unitary Authority or District Council in the Area.

13.13 The Company shall maintain a register of conflicts declared in accordance with this Article 13.

#### **Resolutions in Writing**

13.14 A resolution in writing, signed by:

13.14.1 a simple majority of the Board;

13.14.2 a simple majority of a committee constituted pursuant to Article 12; (as the case may be)

shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors or members of the committee (as the case may be).

#### **Attendance at Board Meetings**

- 13.15 Where the Board considers such attendance worthwhile or necessary to the matters to be transacted at the relevant meeting of the Board, it shall be entitled to invite or authorise any person to attend any meeting of the Board as observers providing that the Secretary has received reasonable prior notification of such attendance and that such persons agree to be bound by obligations of confidentiality and good faith applicable to Directors and, subject to the agreement of the Board, shall be entitled to speak at that meeting of the Board.
- 13.16 For the avoidance of doubt, no observer shall count in the quorum or be entitled to vote at any meeting of the Board.

#### **14. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 14.1 The office of a Director shall be vacated if:
- 14.1.1 he ceases to be a Director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a Director; or
  - 14.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 14.1.3 he is, or may be, suffering from mental disorder and either:
    - 14.1.3.1 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 1950; or
    - 14.1.3.2 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
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~~14.1.4 such Director resigns his office by notice to the Company; or~~

14.1.5 in the case of a Director appointed for a fixed term, that fixed term expires (save where extended pursuant to Article 10.5).

**15. CHIEF EXECUTIVE**

The Members shall be entitled to appoint and remove a chief executive of the Company by unanimous resolution.

**16. SECRETARY**

Subject to the provisions of the Statutes, a Secretary shall be appointed by the Members for such term, such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by the Members, provided always that no Director may hold office as Secretary where such office is remunerated. The Members may also appoint a Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary available to act.

**17. REMUNERATION AND EXPENSES**

17.1 The Company may, in accordance with any scheme adopted by the Members, reimburse any Director for reasonable and proper out of pocket expenses incurred by any such Director in connection with the performance of his or her duties as a Director of the Company.

~~17.2 The Company shall pay such remuneration to the chief executive of the Company from time to time and to the Board Chair as is determined and approved by the Members.~~

**18. THE SEAL**

If the Company has a Seal it shall be used only with the authority of the Directors or of a committee of the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined, every instrument to which the Seal is affixed shall be signed by one Director whose signature shall be attested in the presence of a witness or by one Director and the Secretary or another Director.

**19. MINUTES**



19.1 The Directors shall cause minutes to be made of all proceedings at meetings of the Company and of the Directors and of committees constituted pursuant to Article 12.2 including the names of Directors and Members present at each such meeting.

## 20. NOTICES

20.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

20.2 The Company may give notice to a Member either personally or by sending it by first class post in a pre paid envelope addressed to the Member at his registered address or by leaving it at that address or (if he has no registered address in the United Kingdom) to or at that address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him or by giving it in Electronic Form to an address for the time being notified to the Company by the Member, but otherwise no such Member shall be entitled to receive any notice from the Company.

20.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted. Where a notice is sent in Electronic Form, the notice shall be deemed to have been given at the expiration of 24 hours after the time of transmission.

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20.4 Where a notice is sent by making it available on a website, the notice shall be deemed to have been given either when it was first made available on the website or when the Member received or was deemed to have received notice of the fact that the notice was available on the website.

20.5 Where the Statutes permit the Company to send documents or notices to its Members and Directors in Electronic Form or by means of a website such documents and notices will be validly sent provided the Company complies with the requirements of the Statutes. Subject to any requirements of the Statutes, documents and notices may be sent to the Company in Electronic Form to the address specified by the Company for that purpose and such documents or notices sent to the Company are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified.

## **21. WINDING UP**

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21.1 Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while such party is a Member or within one year after such party ceases to be a Member, for payment of the Company's debts and liabilities contracted before such party 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.

21.2 If at the conclusion of the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property or operating surplus whatsoever, the same shall be given or transferred to some body or other institution or a charitable institution or institutions having objects similar to the Objects of the Company, or paid or distributed amongst the Members of the Company, provided that such distributions cannot be made to any such Member established with a view to making a profit.

## **22. INDEMNITY**

22.1 Subject to the provisions of, and so far as may be permitted by, the Statutes but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Company may indemnify every Director, Secretary or other Officer of the Company out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the lawful execution of the duties, powers or office or otherwise in relation thereto, including any liability which may ~~attach to him or be incurred by him in respect of any negligence, default,~~ breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director, Secretary or other Officer of the Company.

22.2 The Directors shall have power to purchase and maintain insurance for any Director, Secretary, auditor or other Officer of the Company or any associated Company (as defined in section 256 of the Companies Act 2006) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Company (or such associated Company) including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director, auditor, Secretary or other Officers of the Company (or associated Company).

22.3 Subject to the provisions of, and so far as may be permitted by the Statutes, the Company shall be entitled to fund the expenditure of every Director, or other Officer of the Company incurred or to be incurred:

22.3.1 in defending any criminal or civil proceedings; or

22.3.2 in connection with any application under sections 661(3), 661(4) or 1157 of the Companies Act 2006.

## **23. ADDITIONAL PROVISIONS AND LIABILITY OF MEMBERS**

23.1 The Company's Registered Office is to be situated in England and Wales.

23.2 The liability of the Members is limited.

23.3 Subject to the provisions of Articles 21.2 and 23.4 the income and property of the Company shall be applied solely towards the promotion of the Objects of the Company. 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.

23.4 Nothing in these Articles shall prevent any payment in good faith by the Company:

23.4.1 of reasonable and proper remuneration to any Member, Officer or servant of the Company for any services rendered to the Company;

23.4.2 of interest or capital in respect of money lent by any Member of the Company or Director of the Company,

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23.4.3 of reasonable and proper rent or licence fee for any premises demised, let or licensed by any Member of the Company or Director of the Company;

23.4.4 of fees remuneration or other benefit in money or monies worth to a Company of which a Member of the Company or a Director may be a Member; or

23.4.5 to any Director of reasonable out of pocket expenses properly incurred in connection with the business or undertaking of the Company.

