

Dated 21 September 2026

Company Number: 04193693

The Companies Act 2006

Private Company Limited by Guarantee

Articles of Association

of

The Paddington Partnership Ltd.

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Part 1

Interpretation and Limitation of Liability

1 Defined Terms

1.1 In the Articles, unless the context requires otherwise:

Act	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
Advisory Council	the body established by the Board to provide non-binding strategic advice, expertise or stakeholder input to the Company
Articles	the Company's Articles of Association for the time being in force.
Authorised Representative	an individual who is authorised by a Member to act on his behalf at meetings of the Company in accordance with article 27.3 and whose name is given to the Directors in any prescribed form.
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
BID Area	the Grand Union area where the Company operates.
BID or Business Improvement District	has the same meaning as in Part IV of the Local Government Act 2003.
Business Plan	the Grand Union Business Improvement District Business Plan 2025-2030 and any such BID business plan approved from time to time.
BID Levy	the charge to be levied and collected against the BID Levy Payers in the BID area.
BID Levy Payers	those who are responsible for paying the BID Levy.
BID Members	those BID Levy Payers who have provided written confirmation to the Company that they wish to be formally admitted as BID Members, and admitted as such.
Board	the Board of Directors of the Company.

Chair	has the meaning given in article 14.1.
Chair of the meeting	has the meaning given in article 34.3.
Company	The Paddington Partnership Ltd, a Company incorporated under the laws of England and Wales with registered number 04193693.
Director	a Director of the Company, and includes any person occupying the position of Director, by whatever name called.
Local Authorities	local councils (including London Borough Councils).
Objects	the objects of the Company as set out in article 3.
Member	has the meaning given in section 112 of the Companies Act 2006. Members means all classes of Members collectively. For the Company, "Member" shall mean both the BID Members and Voluntary Members.
Model Articles	the model Articles for private companies limited by guarantee prescribed pursuant to the Companies Act 2006.
Participate	in relation to a Directors' meeting, has the meaning given in article 12. Proxy notice has the meaning given in article 40.
Secretary	any person appointed by the Directors to perform the duties of secretary.
Vice Chair	has the meaning given in article 14.2.
Voluntary Contributions	contributions paid to the Company by Voluntary Members to be used towards achieving the Objects of the Company.
Voluntary Member	a Member who has made or committed to make a Voluntary Contribution.
Writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

1.3 Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine and neuter genders; and words importing persons shall include individuals, corporations, unincorporated organisations and partnerships.

2 **Exclusion of Model Articles**

The Model Articles shall not apply to the Company.

3 General

- 3.1 The registered office of the Company shall be situated in England.
- 3.2 The Objects for which the Company is established are:
 - 3.2.1 to deliver the Business Plan;
 - 3.2.2 to expend the BID Levy on projects identified in the Business Plan and on such other projects as the Directors may approve;
 - 3.2.3 to promote business development, social value and investment for the benefit of its Members and other businesses in the BID Area in conjunction with other organisations, entities or public bodies with whom the Company may have relationships from time to time;
 - 3.2.4 to develop strategies to support businesses and commercial properties in the BID Area;
 - 3.2.5 to initiate, organise and deliver projects and initiatives to increase business levels in the BID Area;
 - 3.2.6 to encourage a greater business participation in the optimisation and development of business in the BID Area;
 - 3.2.7 to do all such things as are or may be deemed incidental or conducive to the attainment of the above Objects or any of them.

4 Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 4.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member;
- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 for the adjustment of the rights of the contributors among themselves.

Part 2 Directors and Secretary

Directors' Powers and Responsibilities

5 Directors' General Authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

6 Members' Reserve Power

- 6.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

- 6.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

7 Directors May Delegate

- 7.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- 7.1.1 to such person or committee;
- 7.1.2 by such means (including by power of attorney);
- 7.1.3 to such an extent;
- 7.1.4 in relation to such matters; and
- 7.1.5 on such terms and conditions;

as they think fit.

- 7.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 7.3 The Directors may revoke any delegation in whole or part or alter its terms and conditions.

8 Committees

- 8.1 Committees to which the Directors delegate any of their powers must follow such procedures and rules as the Directors may determine and, in the absence of any shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 8.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

Decision Making by Directors

9 Directors to take Decisions Collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10 Unanimous Decisions

- 10.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 10.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

- 10.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

11 Calling a Directors' Meeting

- 11.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary to give such notice.
- 11.2 Notice of any Directors' meeting must indicate:
- 11.2.1 its proposed date and time;
 - 11.2.2 where it is to take place; and
 - 11.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3 Notice of a Directors' meeting must be given to each Director but need not be in writing.
- 11.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 11.5 The Directors shall convene not less than 2 meetings per year.

12 Participation in Directors' Meetings

- 12.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 12.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 12.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 12.4 The Directors may decide to invite any observer they deem fit to attend any meeting. Any observer attending a meeting may be given the right to speak at the meeting at the sole discretion of the Chair.

13 Quorum for Directors' Meetings

- 13.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting or as set out in article 13.3.
- 13.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors and unless otherwise fixed shall be 3.

13.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

13.3.1 to appoint further Directors; or

13.3.2 to call a general meeting so as to enable the Members to appoint further Directors.

14 Chairing of Directors' Meetings

14.1 The Directors shall appoint a Director to chair their meetings. The person so appointed for the time being is known as the Chair.

14.2 The Directors may also appoint a Director to support the Chair in their role and to chair Directors' meetings in the absence of the Chair. Any person so appointed for the time being is known as the Vice Chair.

14.3 The Chair and Vice Chair shall be appointed for a term of no more than 2 years or for such other term as the Directors shall from time to time determine. A retiring Chair or Vice Chair shall be eligible for re-election.

14.4 If the Chair is not participating in a Directors' meeting within 10 minutes of the time at which it was to start then the Vice Chair shall chair the meeting.

14.5 If the Chair and Vice Chair are unable to attend the Directors' meeting, the Chair shall appoint one of the Directors to chair the meeting giving at least 24 hours' notice. In the event the Chair has not appointed a replacement chair pursuant to this article, and the Chair or Vice Chair are not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

15 Casting Vote

15.1 If the numbers of votes for and against a proposal are equal, the Chair, Vice Chair or other Director chairing the meeting has a casting vote.

15.2 Article 15.1 shall not apply if, in accordance with the Articles, the Chair, Vice Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16 Directors' Interests

16.1 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.

16.2 Notwithstanding article 16.1, if article 16.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

16.3 This article applies when:

16.3.1 the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;

- 16.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 16.3.3 the Director's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this article, the following are permitted causes:
- 16.4.1 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;
 - 16.4.2 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company which do not provide special benefits for Directors or former Directors.
- 16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 16.6 Subject to article 16.7, 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 Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 17 Records of Decisions to be kept**
- The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.
- 18 Further Rules**
- 18.1 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.
- 18.2 The Directors may from time to time adopt such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate:
- 18.2.1 admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and any subscriptions or other fees or payments to be made by Members;
 - 18.2.2 the conduct of Members of the Company in relation to one another, and to the Company's staff or agents;

18.2.3 the procedure at general meetings and meetings of the Directors and committees of Directors of the Company in so far as such procedure is not regulated in these Articles;

18.2.4 the conduct and ethical standards to be observed by Directors of the Company.

18.3 The Members shall have the power to alter or repeal the rules or bye-laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such rules or bye-laws, which so long as they shall be in force, shall be binding on all Members of the Company.

19 Appointment of Directors

19.1 Subject to the Articles, the Directors may appoint any person who is willing to act as a Director and is permitted by law to do so.

19.2 All Directors (other than any ex officio Director) must be individuals nominated by or otherwise representing:

19.2.1 BID Members; or

19.2.2 Voluntary Members.

19.3 The Board shall be responsible for the selection and appointment of all Directors (other than any ex officio Director), and may adopt such procedures as it considers appropriate for that purpose. In exercising its appointment powers, the Board shall seek to ensure that at least two Directors are appointed from among the members of the Advisory Council, provided that suitable and willing candidates are available.

19.4 The Chief Executive of the Company shall be an ex officio Director for so long as they hold that office and shall automatically cease to be a Director upon ceasing to hold that office.

19.5 No person shall be appointed or remain a Director where they are, or are connected to or employed by, a BID Levy Payer which has failed to pay any levy due to the Company within 6 months of such amount being requested in writing.

19.6 No person shall be appointed or remain a Director where they are, or are connected to or employed by, a Voluntary Member which has failed to pay any Voluntary Contributions due to the Company within 6 months of such amount being requested in writing.

19.7 Until otherwise determined the number of Board Members shall not be less than 3 or more than 12.

20 Retirement of Directors

20.1 Subject to article 21, Directors shall serve for a period of three years from the date of their appointment. On expiration of their term of office, they will be eligible for reappointment by Board resolution for one or more further terms.

20.2 Those Directors currently in office as at the date of the adoption of these Articles shall be deemed to have been appointed in accordance with this article 20.1 from the date of their last reappointment or, if they have not previously been reappointed, from the date of their most recent appointment.

20.3 The Chief Executive shall not be subject to any terms and shall remain in office for as long as they remain Chief Executive.

21 Termination of Director's Appointment

21.1 A person ceases to be a Director as soon as:

- 21.1.1 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- 21.1.2 a bankruptcy order is made against that person;
- 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.1.4 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 and the Directors resolve that pursuant to receipt of such written opinion that person's appointment as a Director should be terminated;
- 21.1.5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 21.1.6 that person is, or is connected to (as defined in section 252 of the Companies Act 2006) or employed by, a BID Levy Payer and such BID Levy Payer has ceased or failed to pay the relevant amount of levy due to the Company, or in the case of a Director connected to a Voluntary Member, the Voluntary Member has ceased or failed to pay the relevant amount of Voluntary Contributions due to the Company within 6 months of such sum being requested in writing; or
- 21.1.7 that person is in breach of any code of conduct adopted by the Directors.

21.2 The Directors may resolve to terminate the appointment of any Director who is absent without the permission of the Board from 3 consecutive Directors' meetings held within a period of one year.

21.3 The Directors may in their absolute discretion resolve to terminate the appointment of any Director. For the purposes of any decision of the Directors under this article, the relevant Director shall count towards the quorum but shall not be entitled to vote.

22 Application of Income of the Company

22.1 The income of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in these Articles and in the Business Plan.

22.2 No portion thereof shall be paid or transferred, directly or indirectly, by way of dividends or bonus, or otherwise by way of profit, to the persons who at any time are or have been Members of the Company or to any person claiming through any of them, provided that nothing contained in these Articles shall prevent any payment in good faith by the Company:

- 22.2.1 of reasonable and proper remuneration to any Member, officer or staff of the Company for any services rendered to the Company (subject to article **Error! Reference source not found.**);

- 22.2.2 of interest on money lent by any Member or Director to the Company at a reasonable rate, such reasonable rate to be decided by the Directors at their discretion from time to time; and
- 22.2.3 payment of a reasonable and proper rent for any premises let by a Member or a Director of the Company.

23 **Directors' Expenses**

- 23.1 Directors may be paid all reasonable expenses properly incurred by them in connection with their attendance at:

- 23.1.1 meetings of Directors or committees of Directors; or

- 23.1.2 general meetings;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

24 **Alternate Directors**

- 24.1 Any Director (**appointor**) may appoint as an alternate any other Director, or any other person approved by resolution of the directors, to:

- 24.1.1 exercise that Director's powers; and

- 24.1.2 carry out that Director's responsibilities,

in relation to the taking of decisions by the Directors, in the absence of the alternate's appointor.

- 24.2 Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the Directors.

- 24.3 The notice must:

- 24.3.1 identify the proposed alternate; and

- 24.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the Director giving the notice.

- 24.4 An alternate Director may act as alternate Director to more than one Director and has the same rights in relation to any decision of the Directors as the alternate's appointor.

- 24.5 Except as the Articles specify otherwise, alternate Directors:

- 24.5.1 are deemed for all purposes to be Directors;

- 24.5.2 are liable for their own acts and omissions;

- 24.5.3 are subject to the same restrictions as their appointors; and

- 24.5.4 are not deemed to be agents of or for their appointors

- 24.5.5 and, in particular (without limitation), each alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which their appointor is a member.
- 24.6 A person who is an alternate director but not a Director:
- 24.6.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);
- 24.6.2 may participate in a unanimous decision of the Directors (but only if their appointor is an eligible Director in relation to that decision, but does not participate); and
- 24.6.3 shall not be counted as more than one Director for the purposes of article 24.6.1 and article 24.6.2.
- 24.7 A Director who is also an alternate Director is entitled, in the absence of their appointor, to a separate vote on behalf of their appointor, in addition to their own vote on any decision of the Directors (provided that their appointor is an eligible Director in relation to that decision) but shall not count as more than one Director for the purposes of determining whether a quorum is present.
- 24.8 An alternate Director may be paid expenses and may be indemnified by the Company to the same extent as their appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the Company.
- 24.9 An alternate Director's appointment as an alternate terminates:
- 24.9.1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- 24.9.2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a Director;
- 24.9.3 on the death of the alternate's appointor; or
- 24.9.4 when the alternate's appointor's appointment as a director terminates.

Advisory Council

25 Advisory Council

- 25.1 The Board may establish an Advisory Council comprising such individuals as the Board considers are able to contribute expertise, knowledge, experience, networks or other support to further the objects of the Company.
- 25.2 The members of the Advisory Council shall be appointed by the Board on such terms, including as to tenure and re-appointment, as the Board may determine from time to time.
- 25.3 Where a member of the Advisory Council is appointed in their capacity as a representative of an organisation, that organisation may nominate up to two individuals to act as its representatives on the Advisory Council from time to time. The organisation shall notify the Company of the identity of its nominated representatives, and either nominated

representative may, from time to time, attend and participate in meetings of the Advisory Council on behalf of that organisation. Any change to the nominated representatives shall be notified to the Company in writing.

- 25.4 The Board may remove any member of the Advisory Council at any time.
- 25.5 The functions of the Advisory Council are to advise the Board on any matter in relation to the Company's activities, objects or strategy which the Advisory Council considers appropriate or on which the Board seeks its advice. The Advisory Council shall have no power to direct the Board, participate in the management of the Company or bind the Company in any way.
- 25.6 The members of the Advisory Council shall appoint a Chair from among their number for such term as the Advisory Council may determine from time to time. The Chair of the Advisory Council may also be a Director of the Company.
- 25.7 A maximum of two Members of the Advisory Council may be appointed as Directors. Members of the Advisory Council who are not Directors shall have no voting or decision-making powers in relation to the affairs of the Company and shall not be regarded as Directors by virtue only of their membership of the Advisory Council.
- 25.8 The Board may make, amend and revoke rules governing the composition, proceedings and operation of the Advisory Council, including provisions relating to meetings, conflicts of interest, terms of office and reporting to the Board.

Secretary

26 Appointment and Removal of Secretary

The Directors may appoint any person who is willing to act as secretary for such term, at such remuneration and upon such conditions as they may think fit; and the Directors may remove any such secretary so appointed.

Part 3 Members

27 Membership

- 27.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be the Members of the Company.
- 27.2 Membership is open to:
 - 27.2.1 BID Levy Payers; and
 - 27.2.2 Voluntary Members.
- 27.3 Any organisation admitted to membership of the Company shall nominate an individual to act as its Authorised Representative in respect of the Company from time to time and shall exercise all rights as a Member.
- 27.4 All Members agree to be bound by the obligations on them as set out in these Articles and when acting as Members they shall act at all times in the best interest of the Company.

28 Applications for Membership

28.1 No person shall become a Member of the Company unless:

28.1.1 that person has submitted an application for membership in a form approved by the Directors or committee or such persons to whom authority has been delegated; and

28.1.2 the Directors or committee or such persons to whom authority has been delegated has approved that application.

28.2 A person or organisation that is not a BID Levy Payer but wishes to become a Voluntary Member can apply for membership of the Company but will only become a Member of the Company if:

28.2.1 they have provided the Company with such information as reasonably requested; and

28.2.2 the agreed subscription or fee to the Company at the date of the application has been paid.

29 Termination of Membership

29.1 A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

29.2 Membership is not transferable unless the Board, acting in its sole discretion, gives consent in writing to the proposed transfer where such consent may be subject to any conditions which the Board deems fit.

29.3 The Company may, by giving 7 days' notice to the Member in writing, terminate the membership of a Member in the event such Member has not paid and settled in full the levy amount(s) or Voluntary Contributions due to the Company within 6 months of such amount being requested in writing.

29.4 Membership terminates when that Member ceases to exist or ceases to occupy, own property in, trade in, or otherwise have a substantial connection with the BID Area.

30 General Meetings

30.1 The Directors can decide to call a general meeting at any time. General meetings will also be called in response to a requisition by Members under the Companies Act 2006.

31 Notice of General Meetings

31.1 At least 14 clear days' notice in writing must be given for every general meeting. Any notice must say:

31.1.1 where the meeting is to be held;

31.1.2 the date and time of the meeting, and

31.1.3 the nature of any business for the meeting.

A general meeting may be called by shorter notice if it is so agreed by Members having a right to attend and vote and together holding not less than 90% of the total voting rights of all the Members.

- 31.2 Notice of general meetings shall be given to all Members and the Directors of the Company.

32 Attendance and Speaking at General Meetings

- 32.1 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.
- 32.2 A Member is able to exercise the right to vote at a general meeting when:
- 32.2.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 32.2.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.
- 32.3 The Directors may make whatever arrangements they consider appropriate to enable those Members attending a general meeting to exercise their rights to speak or vote at it.
- 32.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 32.5 Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

33 Quorum for General Meetings

No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Three persons entitled to vote on the business to be transacted, each being a Member (or its Authorised Representative) or a proxy for a Member shall be a quorum.

34 Chairing General Meetings

- 34.1 If the Directors have appointed a Chair, the Chair shall chair general meetings if present and willing to do so. In the absence of the Chair and where appointed, the Vice Chair shall chair general meetings if present and willing to do so.
- 34.2 If the Chair and Vice Chair are unable to attend the general meeting, the Chair shall appoint one of the Directors to chair the meeting giving at least 24 hours' notice. In the event the Chair has not appointed a replacement chair pursuant to this article, and the Chair or Vice Chair are not participating in a meeting within 10 minutes of the time at which it was to start:
- 34.2.1 the Directors present; or
 - 34.2.2 (if no Directors are present), the meeting,
- must appoint a Director or Member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

34.3 The person chairing a meeting in accordance with this article is referred to as the Chair of the meeting.

35 Attendance and Speaking by Directors and Non-Members

35.1 Directors may attend and speak at general meetings.

35.2 The Chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

36 Adjournment

36.1 If the Members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

36.2 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

36.2.1 the meeting consents to an adjournment; or

36.2.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any Member or any other person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

36.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

36.4 When adjourning a general meeting, the Chair of the meeting must:

36.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

36.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

36.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

36.5.1 to the same Members and any other person to whom notice of the Company's general meetings is required to be given; and

36.5.2 containing the same information which such notice is required to contain.

36.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

36.7 The minimum quorum for an adjourned meeting shall be 3 Members.

Voting at General Meetings

37 Voting: General

37.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

37.2 On a show of hands every Member who is present in person or by proxy or as a duly authorised representative of a corporation shall have one vote.

37.3 On a poll every Member who is present in person or by proxy or as a duly authorised representative of a corporation shall have one vote.

38 Errors and Disputes

38.1 No objection may be raised to the qualification of any Member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

38.2 Any such objection must be referred to the Chair of the meeting, whose decision is final.

39 Poll Votes

39.1 A poll on a resolution may be demanded:

39.1.1 in advance of the general meeting where it is to be put to the vote; or

39.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

39.2 A poll may be demanded by:

39.2.1 the Chair of the meeting;

39.2.2 the Directors; or

39.2.3 two or more Members having the right to vote on the resolution.

39.3 A demand for a poll may be withdrawn if:

39.3.1 the poll has not yet been taken; and

39.3.2 the Chair of the meeting consents to the withdrawal.

39.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

40 Content of Proxy Notices

40.1 Proxies may only validly be appointed by a notice in writing (a proxy notice) which:

40.1.1 states the name and address of the Member appointing the proxy;

40.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

40.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

40.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 40.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. The proxy notice may be in any form which is usual or which the Directors may approve.
- 40.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 40.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 40.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

41 Delivery of Proxy Notices

- 41.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 41.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 41.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

42 Amendments to Resolutions

- 42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 42.1.1 notice of the proposed amendment is given to the Company in writing by a Member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - 42.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 42.2.1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 42.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair of the meeting's error does not invalidate the vote on that resolution.

Part 4

Administrative Arrangements and Further Provisions

43 Means of Communication to be Used

- 43.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 43.2 A document or information sent or supplied by the Company in electronic form shall be deemed to have been received by the intended recipient on the day following that on which the document or information was sent. Proof that a document or information in electronic form was sent in accordance with guidance issued by The Chartered Governance Institute from time to time shall be conclusive evidence that the document or information was served.
- 43.3 Where a document or information is sent by post (whether in hard copy or electronic form) to an address outside the United Kingdom, it is deemed to have been received by the intended recipient at the expiration of 7 days after it was posted.
- 43.4 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- 43.5 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than provided for in the Articles.

44 No Right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

45 Provision for Employees on Cessation of Business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company.

Directors and Officers Indemnity and Insurance

46 Indemnity

- 46.1 Subject to article 46.2 a relevant Director or the Secretary of the Company may be indemnified out of the Company's assets against:

- 46.1.1 any liability incurred by that Director or the Secretary in connection with any negligence, default, breach of duty or breach of trust in relation to the Company; and
 - 46.1.2 any other liability incurred by that Director or Secretary as an officer of the Company.
- 46.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 46.3 In this article:
 - 46.3.1 a relevant Director means any Director or former Director of the Company;
 - 46.3.2 the Secretary means such person appointed by the Directors to act as Secretary for the time being.
- 47 Insurance**
- 47.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director or the Secretary in respect of any relevant loss.
- 47.2 In this article:
 - 47.2.1 a relevant Director means any Director or former Director of the Company;
 - 47.2.2 the Secretary means such person appointed by the Directors to act as Secretary for the time being; and
 - 47.2.3 a relevant loss means any loss or liability which has been or may be incurred by a relevant Director or the Secretary in connection with that Director's or Secretary's duties or powers in relation to the Company.

Further Provisions

48 Proposed Changes to Bid Area or Bid Levy

Any proposed change to the BID Area or to the BID Levy within the BID term shall require an alteration ballot and shall not be decided by resolution of the Members of the Company.

49 Dissolution

- 49.1 If the Directors decide that it is necessary or advisable to dissolve the Company, they shall call a general meeting of all the Members of the Company, of which not less than 30 days' notice shall be given.
- 49.2 If the proposal to dissolve the Company is confirmed by 3/4 majority of those present and voting, the Directors shall have the power to realise any assets held by or on behalf of the Company in such way and manner as they deem fit.
- 49.3 At the instruction of the Board any assets remaining after the satisfaction of proper debts and liabilities of the Company shall be refunded to BID Levy Payers in accordance with the provisions of section 14 of the Business Improvement Districts (England) Regulations 2004, as amended from time to time, or in the event of the repeal of those regulations, in accordance with the principles set out in the latest enactment prior to their repeal.

50 **Articles of Association**

50.1 Any changes to these Articles shall require the passing of a special resolution of the Members of the Company.

50.2 If there is any discrepancy or any conflict or dispute or inconsistency between the Articles and any bye-laws or rule adopted pursuant to article 18, the Articles and the interpretation of the clauses herein shall prevail.