

Registered Number: 13712170

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

WEST CENTRAL BIDS LIMITED

(the "Company")

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise— "articles" means the Company's articles of association;
"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 Areas" means the areas of the Brompton Road and Knightsbridge where the Company operates;
"Board" means the board of directors of the Company;
"chair" has the meaning given in article 14;
"chair of the meeting" has the meaning given in article 28;
"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
"director" means a director of the Company, and includes any person occupying the position of director, by whatever name called;
"document" includes, unless otherwise specified, any document sent or supplied in electronic form;
"electronic form" has the meaning given in section 1168 of the Companies Act 2006;
"hard copy form" has the meaning given in section 1168 of the Companies Act 2006;
"instrument" means a document in hard copy form;

"Levy Payer" means each levy paying member who is entitled to one vote per hereditament, where "hereditament" has the meaning given in section 1 The Business Improvement Districts (England) 2004;

"Voluntary Member" means a business or organisation which contributes an agreed membership fee to the BID, towards projects highlighted in the BID business plan;

"member" has the meaning given in section 112 of the Companies Act 2006; "Model Articles" means the model articles for private companies limited by guarantee prescribed pursuant to the Companies Act 2006;

"ordinary resolution" has the meaning given in section 282 of 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 34;

"Regulations" means The Business Improvement Districts (England) Regulations 2004, as amended from time to time;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means 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.

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.

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 promote, manage, maintain and improve the BID Areas in conjunction with other organisations, entities or public bodies with whom the Company may have relationships from time to time;

3.2.2 generally to undertake all acts appropriate to a business improvement district; and

3.3.3 undertake acts contributing to the delivery of the objectives set out in the BID's 5 year business plan and thereafter any renewals of the 5 year business plan.

3.3 The Company has the power to do anything which is calculated to further the Objects, or which is conducive or incidental to doing so:

3.3.1 to promote the BID area as a thriving commercial centre;

3.3.2 to encourage, promote, operate and manage services for the benefit of the users of BID Areas;

3.3.3 to provide, encourage and promote such facilities and services as may be beneficial to the Objects of the Company

3.3.4 to publish and print guides, brochures, leaflets and advertising literature as may be beneficial to any or all of the Objects of the Company;

3.3.5 to undertake, sponsor or subsidise any commercial, tourism, cultural, educational, sporting or promotional event, performance or exhibition;

3.3.6 to introduce and organise meetings, forums and discussion groups amongst businesses in the BID area and to promote co-operation between the various sectors operating within the BID Areas; and

3.3.7 to collect and circulate statistics and information of all appropriate kinds.

3.4 Limitations of distributions

3.4.1 The income and property of the Company shall be applied solely towards the furtherance of the Objects;

3.4.2 No part of the income and property of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any of the members provided that this shall not prevent any payment in good faith by the Company of:

- (a) interest on money lent to the Company by any member at a rate per annum not exceeding a reasonable and proper commercial rate;
- (b) reasonable/proper rent for premises demised/let to the Company by a member;
- (c) reasonable and proper remuneration to any member or officer of the Company in return for any services actually rendered to the Company.

4. Liability of members

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

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and (c) adjustment of the rights of the contributories among themselves.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority

5.1 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:

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) 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 and Management Groups

8.1 Committees and Management Groups to which the directors delegate any of their powers must 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 and management groups, which prevail over rules derived from the articles if they are not consistent with them.

8.3 The committees and management groups' terms of reference, agreed by the Board of directors shall set out the limitations of activity and decisions of the committees and management groups.

8.4 The directors may delegate powers , as set out in the terms of reference of the Board, to the management groups which are limited to the operational activities of the BID, unless agreed by the directors from time to time to extend that scope.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

9.1 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. Majority decisions

10.1 A decision of the directors is taken in accordance with this article when the majority of eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 A decision of the directors may take the form of a resolution in writing, copies of which have been signed by a majority of the eligible directors or to which a majority of the eligible directors have 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 by authorising the company secretary (or equivalent) to give such notice.

11.2 Notice of any directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) 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

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

12. Participation in directors' meetings

12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) 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 Board 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 The number of directors from time to time shall be no less than 4 and shall not be subject to a maximum unless the Board decides otherwise.

13.2 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.3 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than 3.

13.4 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:

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

14. Chairing of directors' meetings

14.1 The directors may appoint a director to chair their meetings.

14.2 The person so appointed for the time being is known as the chairman.

14.3 The directors may terminate the chairman's appointment at any time.

14.4 If the chairman is 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.

14.5 Subject to article 19, the director appointed as chair of the Company may remain elected as chair (and director) for a maximum of 10 years. The chair may be re-elected as chair by the Board on a rolling 3 year term basis up to a maximum of 10 years, if deemed to be re-elected on any of the terms, the re-elected will be treated as continuing in office without a break.

15. Casting vote

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

15.2 Article 15.1 does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

16.1 For the purposes of this article, conflicts of interest includes both direct and indirect interest.

16.2 The directors may, in accordance with the requirements set out in this article 16, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Act to avoid conflicts of interest (such matter being hereinafter referred to as a Conflict).

16.3 Any authorisation under this article 16 will be effective only if:

- (a) the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of the articles or in such other manner as the directors may determine;
- (b) any requirement as to the quorum at any meeting of the directors at which the matter is considered is met without counting the director in question and any other conflicted director(s); and
- (c) the matter was agreed to without the director and any other conflicted director(s) voting or would have been agreed to if their vote had not been counted.

16.4 Any authorisation of a Conflict under this article 16 may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
- (c) provide that the director or any other conflicted director(s) be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) relating to the Conflict;
- (d) provide that the director or any other conflicted director(s) shall or shall not be an eligible director in respect of any future decision of the directors vote in relation to any resolution related to the Conflict;
- (e) provide that, where the director or any other conflicted director(s) obtains, or has obtained (through the involvement in the Conflict and otherwise through his position as a director of the Company) information that is confidential to a third party, he will not be obliged to disclose that

information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

(f) permit the director or any other conflicted director(s) to absent him/herself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

14.4 The directors' may revoke or vary such authorisation at any time. But this will not affect anything done by the director or any conflicted director(s) prior to such termination or variation in accordance with the terms of authorisation.

16.5 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he/she derives from in connection with a relationship involving a conflict which has been authorised by the directors or by the company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

17 Records of decisions to be kept

17.1 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 decision taken by the directors.

APPOINTMENT OF DIRECTORS

18 Methods of appointing directors

18.1 Any person who is employed or engaged by or connected to (as defined in section 252 of the Companies Act 2006) a Levy Payer or Voluntary Member and is willing to act as a director, and is permitted by law and these articles to do so, may be appointed to be a director provided that such appointed is approved: (a) by ordinary resolution, or (b) by a decision of the directors.

18.2 Subject to Article 19, each director's term of office shall be 3 years. Each director may be re-elected by the Board on a rolling 3 year term basis and if deemed to be re-elected on any of the terms, the re-elected will be treated as continuing in office without a break.

18.3 The directors may from time to time extend a directors term of office by an additional year to take the maximum term of office to 10 years, subject to extenuating circumstances at the directors discretion. If deemed to be re-elected on an annual basis, the re-elected will be treated as continuing in office without a break. A decision to extend a directors' term of office is approved:

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

19 Termination of director's appointment

19.1 A person ceases to be a director as soon as:

- (a) 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;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) 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;
- (f) where the director was at the time of his appointment connected to (as defined in section 252 of the Companies Act 2006) or employed or engaged by, a levy payer and:
 - (i) such Levy Payer ceases or fails to pay the relevant amount of levy due to the Company within 6 months of the due date for payment; or
 - (ii) the directors cease to be connected to or employed or engaged by the relevant Levy Payer.

19.2 If a director absented themselves from fifty percent of the Board meetings in one rolling twelve-month period without special leave of absence from the Board, the Board of Directors shall have the discretion to terminate the directorship. For the purposes of any decision of the Board of Directors under this article, the relevant director shall count towards quorum but shall not be entitled to vote.

20 Directors' remuneration

20.1 Directors may undertake any service for the Company that the Board decided from time to time but the directors shall not be entitled to any remuneration for those services.

21 Directors' expenses

21.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

22 Applications for membership

22.1 Only individuals shall be entitled to become a Member of the Company.

22.3 A Levy Payer or Voluntary Member shall be entitled to nominate one representative from its organisation who is employed by or connected to the Levy Payer or Voluntary Member to become a Member of the Company. Such person shall only become a Member of the Company subject to Article 22.3.

22.3 No person shall become a member of the company unless:

- (a) that person has completed an application for membership in a form approved by the directors;
- (b) the levy amount(s) outstanding from the Levy Payer to the Company at the date of the application have been paid and settled; and (c) the directors have approved the application.

23 Termination of membership

23.1 A member may withdraw from membership of the company by giving 7 days' notice to the Company in writing.

23.2 Membership is not transferable except between representatives from the same Levy payer and in those circumstances only where 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.

23.3 The Company may, by giving 7 days' notice to the Member in writing, terminate the membership of the Member in the event that the Levy Payer who employs or engages or is connected to (as defined in section 252 of the Companies Act 2006) such Member has not paid and settled in full the levy amount(s) due to the Company within 6 months of the due date for payment.

23.4 A person's membership terminates when that person dies or ceases to exist or at the point at which that person ceases to be employed or engaged by or connected to (as defined in section 252 of the Companies Act 2006) the relevant Levy Payer.

ORGANISATION OF GENERAL MEETINGS

24 General meetings

24.1 The Company shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next provided that if the Company holds its first annual general meeting within 18 months of its

incorporation it need not hold it in the same year of its incorporation of the following year. The AGM shall be held at such time and place as the Board shall appoint.

24.2 The Board may whenever it thinks fit convene a general meeting, and general meetings shall also be convened if requisitioned by the Members as provided by the Act.

25 Notice of general meetings

25.1 All meetings of Members shall be called by at least 14 Clear Days' notice in writing provided that a general meeting may be called by shorter notice if it is so agreed. In the case of any general meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing no less than 90% of the total voting rights at that meeting of all the Members.

25.2 The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted. Notice shall be given to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

25.3 Notice of every general meeting shall be given in writing addressed to a Member at his registered office or in electronic form using electronic means to an address for the time being notified to the Company by the Member and shall be given to every Member, the Directors and the reporting accountant or auditor (as appropriate in accordance with the Act) for the time being of the Company.

26 Attendance and speaking at general meetings

26.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

26.2 A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person'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 persons attending the meeting.

26.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

26.5 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.

26.6 Two or more persons 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.

27 Quorum for general meetings

27.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

28 Chairing general meetings

28.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

28.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present, or
- (b) (if no directors are present), the meeting; must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

28.3 The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

29 Attendance and speaking by directors and non-members

29.1 Directors may attend and speak at general meetings, whether or not they are members.

29.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

30 Adjournment

30.1 If the persons 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 chairman of the meeting must adjourn it.

30.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

30.3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting

30.4 When adjourning a general meeting, the Chairman of the meeting must

- (a) Either specify the time and place to which it is adjourned or state it is to continue at a time and place to be fixed by the directors

- (b) Have regard to any directions as to the time and place of any adjournment which have been given by the meeting

30.5 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):

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

30.6 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.

VOTING AT GENERAL MEETINGS

31 Voting: general

31.1 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.

32 Errors and disputes

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

32.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

33 Poll votes

33.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote, or (b) 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.

33.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

33.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

33.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

34 Content of proxy notices

34.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) Which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and (d) 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.

34.2 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

34.3 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.

34.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) 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
- (b) 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.

35 Delivery of proxy notices

35.1 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.

35.2 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.

35.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meetings to which it relates.

35.4 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.

36 Amendments to resolutions

36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(a) notice of the proposed amendment is given to the Company Secretary (or equivalent) in writing by a person 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 chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

PART 4

ADMINISTRATIVE ARRANGEMENTS

37 Means of communication to be used

37.1 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.

37.2 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.

37.3 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 48 hours.

38 Company seals

38.1 Any common seal may only be used by the authority of the directors.

38.2 The directors may decide by what means and in what form any common seal is to be used.

38.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

38.4 For the purposes of this article, an authorised person is:

- (a) any director of the company;
- (b) the company secretary; or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

39 No right to inspect accounts and other records

39.1 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.

40 Provision for employees on cessation of business

40.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

41 Indemnity

41.1 Subject to paragraph 41.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Company or an associated company

41.2 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

41.2 In this article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the Company or an associated company.

42 Insurance

42.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

42.2 In this article:

(a) a “relevant director” means any director or former director of the Company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

43 Dissolution

43.1 The Company may at any time decide by resolution passed by at least 75% of the Directors that the Company is to be dissolved.

43.2 If the proposal to dissolve the Company is passed in accordance with article 43.1, the directors shall have the power to release any assets held by or on behalf of the Company in such way and manner as they deem fit and in keeping with the legislation and regulations which govern Business Improvement Districts.

43.3 At the instructions of the Board any assets remaining after the satisfaction of any proper debts and liabilities of the Company shall be refunded to Levy Payers in accordance with the provisions of section 14 of the Regulations, or in the event of the repeal of the Regulations, in accordance with the principles set out in the latest enactment prior to their repeal.