

No. 2728593

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM

-and-

ARTICLES OF ASSOCIATION

- of -

ACTION FOR BUSINESS (BRADFORD) LIMITED

Incorporated 3rd July 1992

as amended by Written Resolution dated *4 January 2020* 2021

Gordons 
LLP

Gordons
Solicitors
Bradford

THR/A2056/10





**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2728593

I hereby certify that

ACTION FOR BUSINESS (BRADFORD) LIMITED

is this day incorporated under the Companies Act 1985

as a private company and that the Company is

limited.

Given under my hand at the Companies Registration Office,

Cardiff the 3 JULY 1992

**M. ROSE
An authorised officer**

No. 2728593

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

ACTION FOR BUSINESS (BRADFORD) LIMITED

1. The name of the Company is ACTION FOR BUSINESS (BRADFORD) LIMITED.
2. The Registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - (A) (i) to benefit the population and those working in the inner city area of Bradford ("the Area of Influence") by assisting the economic advancement and diversifying the economic structure of the Area of Influence;
 - (ii) to promote innovation in current and new businesses in the Area of Influence;
 - (iii) to improve and enhance the employment potential and economic prospects of the population of the Area of Influence;
 - (iv) to instigate a "partnership" approach to areas of particular deprivation within the Area of Influence to improve their economic prospects;
 - (v) to promote such social and charitable purposes in the area which are directed for the benefit of people in the area suffering from the effects of unemployment or economic decline.

And in furtherance of these objects but not further or otherwise, and in every case subject to such consents and conditions (if any) as may for the time being be imposed or required by law the Company may :

- (B) Subject to clause 4.7 below, employ such staff as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants. Such staff shall not be directors;
- (C) Carry on any other trade or business whatsoever which can, in the opinion of the board, be advantageously carried on by the Company in furtherance of any of its objects;
- (D) Purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property and any rights or privileges which shall be deemed necessary for the furtherance of the objects of the Company;

- (E) Erect, construct, enlarge, alter and maintain any buildings, works, plant and machinery necessary or convenient for the Company's business, and contribute to or subsidise the erection, construction and maintenance of any of the above;
- (F) Borrow or raise or secure the payment of money for the purposes of or in connection with the objects in such manner and on such security as the Company may think fit;
- (G) Mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges, and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance;
- (H) Issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly;
- (I) In furtherance of the objects of the Company receive money on deposit or loan upon such terms as the Company may approve, and guarantee the obligations and contracts of any person or corporation;
- (J) In furtherance of the objects of the Company make advances to suppliers and others with or without security, and upon such terms as the Company may approve;
- (K) Establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for employees or ex-employees of the Company or the dependants or connections of such person, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the board, be calculated directly or indirectly to benefit the Company or its employees;
- (L) Draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
- (M) Invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined by the board;
- (N) Pay for any property or rights acquired by the Company;
- (O) Accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash by instalments or otherwise;
- (P) Enter into any partnership or joint-purse arrangement or arrangement for co-operation with any company, firm or person carrying on or proposing to

carry on any business within the objects of this Company otherwise, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities and to subsidise or otherwise assist any such company provided such acts are within the objects of this Company;

- (Q) Establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of the Company;
- (R) Purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on;
- (S) Sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise., grant licences easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit;
- (T) Establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company or carrying on activities in furtherance of the objects;
- (U) Do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise;
- (V) Establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- (W) Co-operate with any local or public authority or other body concerned to achieve the object of the Company;
- (X) Establish, maintain, develop, support and encourage all forms of initiative and enterprise that creates new manufacturing, business and service developments and generates employment of a useful and lasting nature;
- (Y) Help new and existing small and medium sized enterprises develop innovative products and processes;
- (Z) Promote and organise co-operation in the achievement of the above objectives by bringing together representatives of statutory authorities, organisations of every kind, firms, companies and individuals engaged or to be engaged in the furtherance of the said objects or any of them;
- (aa) Provide, manufacture and supply for sale goods and services of all kinds;
- (bb) Apply for, register, purchase, acquire and protect, prolong and renew in both the United Kingdom and elsewhere any patents, patent rights,

brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, vary, implement, manufacture under or grant licences or privileges in respect of the same, to test, experiment and improve any patents, inventions or rights which the Company acquires or proposes to acquire;

- (cc) In order for the Company to carry out its objectives, apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority; to effect any modifications of the Company's constitution, or promote the Company's interests and to oppose any proceedings or applications which may appear either directly or indirectly to prejudice the Company's interests;
- (dd) provide indemnity insurance to cover the liability of directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or company law or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to any claim arising from any act or omission of a director which that director knew to be a breach of trust or company law or breach of duty or which was committed by the Director in reckless disregard of whether it was a breach of trust or company law or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against a director in his or her capacity as a director of the Company;
- (ee) Accept subscriptions and donations (whether of real or personal estate) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be capable of being occupied for the purpose of the Company;
- (ff) Become a member, subscribe to or join with or co-operate with any charitable body, organisation, institution or society whose purpose of formation is not for profit (whether incorporated or not and whether in Great Britain or elsewhere) whose objects are in whole or part similar to the Company's and which by its constitution prohibits distribution of its profits and property amongst its members in the same manner at least as such distribution is prohibited by the Company by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable body, organisation, institution or society;
- (gg) Do all such other things as are necessary to the attainment of the above objects or any of them.

Provided that:

- (a) should the Company take or hold any property being subject to any trust, the Company shall only deal with or invest such property in accordance with the law relating to such trusts;
- (b) the objects of the Company do not extend to the regulation of relations between employees and employers or organisations of such;

- (c) should the Company take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall seek the appropriate authority, approval or consents prior to any sale, mortgage, charge or lease of the said property; the Company shall be responsible for any such property within their control and the board of directors of the Company shall be liable as if no incorporation had taken place, the incorporation will not affect the control or authority exercisable by the Chancery Division or the Charity Commissioners over the board of directors but in respect of the said property they are subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company;

Provided that nothing in this document shall prevent any of the following being done in good faith by the Company:

- 4.1 the payment of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf; Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 4.2 the payment of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a director;
- 4.3 the payment of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
- 4.4 the payment of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
- 4.5 the payment of reasonable and proper rent for premises demised or let by any member of the Company or director;
- 4.6 the payment to any Director of reasonable out-of-pocket expenses;
- 4.7 the payment of reasonable and proper remuneration to any director of the Company who is employed by the Company; Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment, remuneration or terms or conditions specific to him or her at the Company are under discussion; or

- 4.8 the payment of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or company law or breach of duty of which they may be guilty in relation to the Company; Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or company law or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or company law or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against directors in their capacity as directors of the Company.
- 4.9 the payment to or on behalf of a director or directors nominated by the Board of Directors of the Company to receive the same during each week that such person(s) is/are attending meetings of the Board of Directors or who otherwise is/are actively engaged in the Company's affairs, of fees or other benefits in money's worth (the amount of such fees or other benefits not to exceed £25 for each such week, such sum to be adjusted by the increase or decrease in the Index of Retail Prices, or otherwise as agreed by the Members of the Company)
- 4.10 the payment to or on behalf of a director or directors nominated by the Board of Directors of the Company to receive the same of such reasonable sums as are necessary to provide reimbursement of the costs of caring facilities for the dependants of such director or directors of the Company who carry caring responsibility for dependants to allow them to attend meetings of the Board of Directors or actively to engage in the Company's affairs.
5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound (£1).
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company, companies, institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company, of in default of agreement by the members, by the Liquidator at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some charitable object.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Fazal Mahmood
21 Westfield Terrace
Bradford BD2 4RJ
Director

Michael Anthony Burrowes
5 Pasture Lane
Clayton
Bradford BD14 6JR
Managing Director

Dated this 19th day of June 1992

Witnesses to the above signatures:
Keith Walker
98 Calder Road, Lower Hopton, Mirfield, WF14 8NP
Development Consultant

THE COMPANIES ACT 1985 AND 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ACTION FOR BUSINESS (BRADFORD) LIMITED

Amended by Written Resolution dated *4 January* 2020. 2021

INTERPRETATION

1. In these Articles:

"the Act"	means the Companies Act 1985;
"the Seal"	means the common seal of the Company;
"the board" or "the directors"	means the board of directors of the Company;
"secretary"	means any person appointed to perform the duties of the secretary of the Company;
"the United Kingdom"	means Great Britain and Northern Ireland
"the Company"	means ACTION FOR BUSINESS (BRADFORD) LIMITED

OBJECTS

2. The Company is formed for the objects set out in the Memorandum of Association.

MEMBERS

3. The number of members with which the Company proposes to be registered is fifty but the board may from time to time register an increase of members.
4. A member may be an individual, a body corporate, a partnership or an unincorporated association.
5. The board shall have power at its absolute discretion to appoint members, and also to refuse membership to a prospective member or to remove from membership any existing member.
6. The composition of the membership of the Company shall be determined by the board in its absolute discretion.

7. The subscribers to the memorandum of association and such other persons as the board shall nominate and admit to membership shall be members of the Company.

GENERAL MEETINGS

8. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the board may appoint.
9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The board may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any directors or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the board.

NOTICE OF GENERAL MEETINGS

11. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days notice in writing at the least and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the articles of the Company, entitled to receive such notices from the Company;

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

- (A) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 - (B) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the directors the election of directors in the place of those retiring.
14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three members present in person or through their authorised representatives shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine and. if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
16. The chairman, if any, of the board shall preside as chairman at every general meeting of the Company, or if there is no such chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the directors present shall elect one of their number to be chairman of the meeting.
17. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
18. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (A) by the chairman; or
 - (B) by at least two members present in person; or
 - (C) by any member or members present in person or by proxy and representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof

of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

20. Except as provided in article 22 if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
23. Subject to the provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or partnerships by their duly authorised representative) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

24. Every member shall have one vote.
25. No member shall be entitled to vote at any general meeting unless all monies presently payable by that member to the Company have been paid.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of any officer or attorney duly authorised. A proxy need not be a member of the Company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

I[We] _____ of _____ in
the County of _____ being a member [members] of _____

the above named Company hereby appoint [] of [] or failing him [] of [] as my[our] proxy to vote for me [us] on my [our] behalf at the annual [extraordinary] general meeting of the Company to be held on the day of 20[] and at any adjournment thereof

Signed this day of 20[]

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

I[We] of in the County of being a member [members] of the above named Company hereby appoint [] of [] or failing him [] of [] as my [our] proxy to vote for me [us] on my [our] behalf at the annual (extraordinary) general meeting of the Company to be held on the day of 20[] and at any adjournment thereof

Signed this day of 20[]

This form is to be used in favour of/against * the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

* Strike out whichever is not desired.

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS OR PARTNERSHIPS ACTING BY REPRESENTATIVES AT MEETINGS

33. Any partnership or corporation which is a member of the Company may by resolution of its partners, directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the member which he represents as that member could exercise if it were an individual member of the Company.

DIRECTORS

34. (A) Unless and until otherwise decided the number of the board shall not exceed 18 and the first directors shall be appointed by the subscribers and shall serve from that date until the first annual general meeting of the Company.
- (B) Up to three directors may be co-opted by the board at any time to serve until the next Annual General Meeting of the Company.

- (C) At the first and each subsequent annual general meeting one-third of the directors (other than directors co-opted under paragraph (B) of this Article) or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
- (D) At the first and each subsequent annual general meeting all the co-opted directors shall retire from Office and the vacancies arising may be filled by election by the board at that meeting.
- (E) Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by the lot.
- (F) If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- (G) No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless :-
 - (i) he is recommended by the board; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment.
- (H) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the board for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director.
- (I) The board shall have power at any time and from time to time to appoint any person as an addition to the existing director or to fill casual vacancies but so that the number shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting.
- (J) A retiring director shall be eligible for re-appointment.
- (K) In the event of any director resigning his office or becoming for any reason unable to act, the board shall be entitled to appoint a replacement director to serve until the following annual general meeting.

35. The Company may from time to time by ordinary resolution increase the number of directors.

BORROWING POWERS

36. The board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

37. The business of the Company shall be managed by the board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the board shall from time to time by resolution determine.
39. The board shall cause minutes to be made for the purpose of recording:
- (A) all appointments of officers made by the board;
 - (B) the names of the directors present at each meeting of the board and of any committee of the board;
 - (C) all resolutions and proceedings at all meetings of the Company and of the board and of committees of board.

DISQUALIFICATION AND RETIREMENT OF DIRECTORS

40. The office of a director shall be vacated if the director:.
- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (B) becomes prohibited from being a director by reason of any order made under Sections 295-299 and Schedule 12 of the Act; or
 - (C) becomes of unsound mind; or
 - (D) resigns his office by notice in writing to the Company; or
 - (E) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act; or

- (F) fails to attend without reasonable excuse more than three consecutive meetings of the board or more than three meetings of the board held in any period of twelve months; or
 - (G) is invited to resign by a resolution of at least one half in number of the other directors of the Company.
41. A director shall not be obliged to retire on reaching the age of seventy or any other particular age.

DIRECTORS INTERESTS

- 42.1 Subject to the provisions of the Act, a director shall disclose to the directors the nature and extent of any material interest of his, and a general notice of a director's interest shall not be sufficient if the nature and extent of that interest is not so disclosed, provided that an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 42.2. A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 42.3 Except to the extent permitted by clause 4 of the memorandum, no director shall take or hold any interest in property belonging to the Company or receive remuneration or have a direct or indirect pecuniary interest in any contract or other arrangement to which the Company is a party; Provided always that in such a case a director with a direct or indirect pecuniary interest in such a contract or other arrangement shall declare his interest and shall withdraw from that part of any meeting at which the terms of that contract or arrangement are under discussion and shall not vote on any question to be decided at that meeting which relates to that contract or other arrangement.
- 42.4 In addition to his duties under section 317 of the Act, any director who has a duty or pecuniary interest (direct or indirect) which conflicts or may conflict with his duty to the Company in connection with a contract or proposed contract or other arrangement with the Company shall disclose that fact to the directors as soon as he becomes aware of it.
- 42.5 For the purposes of articles 43.1 and 43.2, a director shall be treated as having a direct or indirect pecuniary interest in a contract or proposed contract or other arrangement with the Company if:
- 42.5.1 he is a director or a member holding more than 1/100th of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - 42.5.2 he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - 42.5.3 he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.

43. For the purposes of articles 43.1 and 43.2, an interest of a person who is, within the meaning of section 346 of the Act, connected with a director shall be treated as an interest of the director. This shall include:
- 43.1 that director's spouse, child or stepchild; or
 - 43.2 a body corporate with which the director is associated (i.e. if that director or persons connected with him together are interested in shares comprising at least one fifth of the share capital of the company or are entitled to exercise more than one fifth of the voting power at any general meeting of that company); or
 - 43.3 a person acting in his capacity as trustee of any trust the beneficiaries of which include:
 - (a) the director, his spouse or any children or stepchildren of his; or
 - (b) a body corporate with which he is associated; or
 - 43.4 a person acting in his capacity as a partner of that Director or of any person who, by virtue of articles 43.1, 43.2 or 43.3 above, is connected with that Director.

PROCEEDINGS OF THE BOARD

44. The board may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time, summon a meeting of the board. It shall not be necessary to give notice of a meeting of the board to any director at the time being absent from the United Kingdom. Any one or more directors may participate and vote at meetings of the directors or any committee by using any means which allows all persons participating in the meeting to see and hear each other. Any director so participating in a meeting shall be deemed to be present in person and count towards a quorum.
45. The quorum necessary for the transaction of the business of the board may be fixed by the board and unless so fixed shall be one-fifth of the number of directors for the time being or the nearest whole number.
46. Notwithstanding Article 45, should the number of directors fall below the number therein referred to, the continuing directors may act until such time as replacement directors are appointed under provisions of these Articles.
47. The board may elect a chairman of their meetings who shall in addition act as chairman of the meetings of the company so long as he shall hold office as chairman of the board.
48. The board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board.

49. A committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
50. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
51. All acts done by any meeting of the board or of a committee of the board or by any person acting as a director notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a director.
52. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the board shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- 53.1 Subject to these articles the directors may delegate any of their powers or functions to any committee. They may also delegate to any holder of an executive office such of their powers or functions as they consider *desirable* to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 53.2 Where any function of the directors has been delegated to or is otherwise exercisable by a director (including the chairman or vice-chairman) or a committee established by them, any person or committee to whom a function of the directors has been delegated or who has otherwise exercised a function of the directors shall report to the directors in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the directors immediately following the taking of the action or the making of the decision.
- 53.3 The directors may establish any committee to exercise, subject to these articles, powers and functions of the directors. The constitution, membership and proceedings of any committee of the directors shall be determined by the directors. The membership of any committee of the directors may include persons who are not directors, provided that a majority of members of any such committee shall be directors. The directors may determine that some or all of the members of a committee who are not directors shall be entitled to vote in any proceedings of the committee. No vote on any matter shall be taken at a meeting of the committee of the directors unless the majority of members of the committee present are directors.

SECRETARY

54. The secretary shall be appointed by the board for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed by them may be removed by them.
55. A provision of the Act or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary..
56. No director may occupy the salaried position of secretary.

THE SEAL

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

ACCOUNTS

58. The board shall cause proper books of account to be kept with respect to:
- (A) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (B) all sales and purchases of goods by the Company;
 - (C) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and explain its transactions.

59. The books of account shall be kept at the registered office of the Company or, subject to Sections 221, 222 and 223 of the Act at such other place or places as the directors think fit and shall always be open to the inspection of the board.
60. The board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.
61. The board shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts balance sheets group accounts (if any) and reports as are referred to in those sections.
62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting shall not less than twenty one days before the date of the meeting be sent to every member of the Company provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

INDEMNITY

- 63.1 Subject to the provisions of the Act and of the memorandum of association of the Company, every Director or other officer or Director of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust or of company law in

relation to the affairs of the Company.

- 63.2 The Company may purchase and maintain for directors insurance against any or all of the liabilities described in Section 310(1) of the Act.

NOTICES

64. A notice may be given by the Company to any member either personally or by sending it in the post to him or his registered address or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of meeting at the expiration of twenty four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (A) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
 - (B) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

66. Clauses 4 and 7 of the Memorandum of *Association* relating to winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated herein.

RULES OR BYE-LAWS

67. The board may at any time make such rules or bye-laws as it deems appropriate for the proper conduct and management of the Company and organisation and conditions of membership, to include:
- (i) any classification, admission, rights and privileges, conditions, appointment, termination, resignation, fees, subscriptions and payments of the said membership, the conduct of members of the Company both in relation to one another and any of the Company's servants;
 - (ii) the allocation of all or any part of the Company's property for any purpose whatsoever at any time and for any period it shall determine;
 - (iii) to determine the procedure to be adopted at both general meeting and meetings of the board and committees of the board where such procedure is not regulated herein;
 - (iv) any matters which are the subject matter of Company rules.

The Company shall in general meeting have power to amend or repeal the rules or bye-laws to include additions thereto, the board shall adopt such means as they determine appropriate to inform members of such rules and bye-laws which are in force and binding on all members of the Company. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything within the Memorandum or Articles of Association of the Company.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of these Articles of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Fazal Mahmood
21 Westfield Terrace
Bradford
BD2 4RJ

Director

Michael Anthony Burrowes
5 Pasture Lane
Clayton
Bradford
BD14 6JR

Managing Director

Dated this 19 day of JUNE 1992

Witnesses to the above signatures:

Keith Walker
98 Calder Road
Lower Hopton
Mirfield
West Yorkshire
WF14 8NP

Development Consultant