

Conformed to incorporate amendments passed by a resolution at the general meeting of the company on 18 September 2014

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
NEW ANGLIA LOCAL ENTERPRISE PARTNERSHIP LIMITED

1. PRELIMINARY

The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended (the **“Model Articles”**) shall apply to the Company save in so far as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2. INTERPRETATION

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

“the Act” the Companies Act 2006 as in force on the date when these articles become binding upon the Company;

“Ambassador Member” Either the representative of a significant business which operates in the LEP Region, whether or not the principal place of that business is in the LEP Region, or an individual from time to time approved by the directors;

“these Articles” these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is

	given or on which it is to take effect;
“Connected Person”	shall have the same meaning as in section 839 of the Income and Capital Taxes Act 1998;
“the directors”	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;
“Education Sector Director”	any person appointed as a director under article 5.3.3;
“Education Sector Member”	any institution admitted to membership in accordance with article 5.3.1;
“executed”	includes any mode of execution;
“LEP Region”	the geographical region assigned to the LEP from time to time;
“member”	any member of the Company, of whatever class;
“Private Sector Director”	any person appointed as a director under article 5.1.3;
“Private Sector Member”	any person admitted to membership in accordance with article 5.1.1;
“Public Sector Director”	any person appointed as a director under article 5.2.3;
“Public Sector Member”	any local authority admitted to membership in accordance with article 5.2.1;
“qualified person”	a person directly holding a relevant interest whether the original grantee of a relevant interest or an assignee thereof (in the case of a leasehold interest) or the owner (in the case of the freehold) of a relevant interest other than the Company and where there is more than one such person then such persons jointly;
“secretary”	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint,

assistant or deputy secretary;

“the United Kingdom”

Great Britain and Northern Ireland.

2.2 Unless the context otherwise requires, words or expressions contained in these Articles and in the Model Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Regulation 1 of the Model Articles shall not apply to the Company.

2.3 The definition of “subsidiary” in the Model Articles shall be amended by the addition of the following words “and a company shall be treated, for the purpose only of the membership requirement contained in subsections 1159(1)(b) and (c), as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), whether by way of security or in connection with the taking of security, or (b) its nominee.

3. **OBJECTS**

3.1 The objects for which the Company is established are (the “**Objects**”):

3.1.1 to stimulate economic growth, employment, community development, inward investment and commerce in Norfolk and Suffolk.

3.1.2 to promote Norfolk and Suffolk positively at regional, national, European and international levels on matters affecting its economic development.

3.2 In furtherance of the objects but not further or otherwise the Company may exercise the following powers:

3.2.1 to do all such things which in the opinion of the directors are in the best interests of the Company and its members or the other users of the Company’s services;

3.2.2 to do all such other things as may be deemed incidental or conducive to the attainment of the Company’s objects or any of them.

4. **MEMBERSHIP**

4.1 The members shall be categorised as follows:

4.1.1 Private Sector Members;

4.1.2 Public Sector Members; and

4.1.3 Education Sector Members.

4.2 Membership shall be open to persons who possess the characteristics (as appropriate) set out in articles 5.1 to 5.3 (inclusive), and who:

4.2.1 apply to the Company in the form required by the directors;

4.2.2 are approved by the directors; and

4.2.3 sign a written consent to become a member agreeing to be bound by these Articles.

4.3 The directors shall be entitled to refuse admission to membership if:

4.3.1 in their opinion, the person does not possess the required characteristics of a member pursuant to articles 5.1.1, 5.2.1 or 5.3.1 (as appropriate); or

4.3.2 in their opinion, they consider it not to be in the best of interests of the Company to admit such person as a member.

4.4 Membership shall not be transferable.

5. **RIGHTS OF MEMBERSHIP**

5.1 The Private Sector Members shall:

5.1.1 consist of individuals who undertake business, professional or other commercial activities within the LEP Region with a view to making profit;

5.1.2 subject to article 5.1.3, each be entitled to exercise one vote in relation to any resolution of the members; and

5.1.3 subject to article 10.2.1, have the right, as a class of members, from time to time to appoint as their representatives up to eight natural persons to be directors and may at any time remove any such person and appoint another person in their place.

5.2 The Public Sector Members shall:

5.2.1 be Norfolk County Council, Norwich City Council, Suffolk County Council and Ipswich Borough Council and such of the district councils in the LEP Region who apply to become members;

5.2.2 subject to article 5.2.3, each be entitled to exercise one vote in relation to any resolution of the members; and

5.2.3 subject to article 10.2.2, have the right, as a class of members, from time to time to appoint as their representatives, up to 6 persons, comprising 1 person from each of Norfolk County Council, Norwich City Council,

Suffolk County Council, Ipswich Borough Council and up to 2 persons from the district councils in the LEP Region, to be directors and may at any time appoint or remove any such person and appoint another person in their place.

- 5.3 The Education Sector Members shall:
- 5.3.1 consist of universities or colleges established for, or other providers of, further or higher education in the LEP Region;
 - 5.3.2 subject to article 5.3.3, each be entitled to exercise one vote in relation to any resolution of the members; and
 - 5.3.3 subject to article 10.2.3, have the right, as a class of members, from time to time to appoint as their representatives up to two persons to be directors and may at any time remove any such person and appoint another person in their place.
- 5.4 Any appointments or removals of directors referred to in articles 5.1.3, 5.2.3 or 5.3.3 shall be effected in writing signed by or on behalf of a majority of the relevant members and shall take effect upon lodgement at the Company's registered office or on delivery to a meeting of the directors. Any such representative director shall be entitled to notice of board meetings, to attend all board meetings and to receive copies of all documents to be considered at board meetings, and to speak and vote at such meetings.
- 5.5 The rights of a class of members under these Articles shall only be varied if:
- 5.5.1 75% of the members of that class consent in writing to the variation; or
 - 5.5.2 a special resolution is passed at a separate class meeting of those members agreeing to the variation.
- 5.6 The provisions regarding general meetings in these Articles shall, subject to the necessary changes being made, apply to such class meeting of the members.
- 6. TERMINATION OF MEMBERSHIP**
- 6.1 Subject to article 6.2, a member shall cease to be a member if:
- 6.1.1 such member gives written notice to the Company of their resignation as a member;
 - 6.1.2 such member dies (if a natural person), or (if not a natural person) ceases to exist;

- 6.1.3 such member is declared bankrupt (in the case of a natural person) or (if not a natural person) makes any arrangement or composition with its creditors, or goes into liquidation;
 - 6.1.4 the members pass an ordinary resolution to remove such member; or
 - 6.1.5 such member ceases to possess the required characteristics of a member pursuant to articles 5.1.1, 5.2.1 or 5.3.1 (as appropriate).
- 6.2 Upon any member ceasing to be a member for any reason, any person appointed as a director to be their representative shall at the same time vacate their office as a director.
- 6.3 The number of members shall not at any time be fewer than 15. Where a person is precluded from ceasing to be a member of the Company by reason of the foregoing restriction, upon an additional member subsequently increasing the number of members of the Company (other than persons who have ceased to be qualified persons) above 15, the member whose membership has ceased pursuant to article 6.1 shall immediately cease to be a member of the Company.

7. **GENERAL MEETINGS**

- 7.1 The directors may call general meetings and shall proceed to convene a general meeting on the requisition of members pursuant to the provisions of the Act.
- 7.2 Subject to articles 7.3 and 7.4, the Company shall in each year hold an annual general meeting in addition to any other meetings in that year, and shall be held at such time and at such place as the directors shall appoint.
- 7.3 The Company must hold its first annual general meeting within 18 months after the date of its incorporation.
- 7.4 An annual general meeting must be held in each subsequent year and not more than 18 months may elapse between successive annual general meetings.
- 7.5 All general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed in accordance with section 307(4) of the Act. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 7.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled

to receive shall be sent to the directors and to the auditors, if any, for the time being of the Company.

7.7 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. 7 members present in person or by proxy, which shall consist of no fewer than 4 Private Sector Members and no fewer than 3 Public Sector Members, shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present if represented in accordance with the provisions of the Act.

7.8 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place. Regulation 27 of the Model Articles shall not apply to the Company.

7.9 The accidental omission to give notice of a meeting any member entitled to receive notice of and attend and vote at general meetings shall not invalidate the proceedings at that meeting.

7.10 A proxy shall be entitled to vote on a show of hands.

8. **AMBASSADORS**

8.1 Ambassador Members shall be appointed by a majority the directors and will, upon written notice by a majority of the directors, cease to be Ambassador Members.

8.2 The directors shall in each year convene no fewer than 2 meetings of the Ambassadors Members ("**Ambassador Meeting**") to which other stakeholders (as determined from time to time by the directors) will also be invited.

8.3 The principal purpose of any Ambassador Meeting shall be to give the directors the opportunity to give an account of the performance of the Company.

8.4 All Ambassador Meetings shall be called by at least 14 clear days' notice. The notice shall specify the time and place of the meeting.

9. **ALTERNATE DIRECTORS**

9.1 No director shall be entitled to appoint an alternate director or anyone to act on their behalf at meetings of the directors.

10. **DIRECTORS**

10.1 The number of directors may be determined by the members and until so determined shall be no fewer than 10.

10.2 A director must be a natural person and must at all times possess the following characteristics (as appropriate) unless otherwise approved by special resolution of the members:

10.2.1 in respect of a Private Sector Director, an owner (in whole or in part), or officer or principal of a business or undertaking carried on with a view to making profit and conducting the whole or a part of its business within the LEP Region;

10.2.2 in respect of a Public Sector Director, a leader or deputy leader, or cabinet member with lead responsibility for economic development within a Public Sector Member; or

10.2.3 in respect of an Education Sector Director, a vice-chancellor, pro vice-chancellor, principal or person of equivalent seniority in an Education Sector Member.

10.3 The directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.

10.4 Questions arising at a meeting of the directors shall be decided by a majority of votes.

10.5 In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.

10.6 Any director may call a meeting of the directors.

10.7 Subject to article 10.8, no business shall be transacted at any meeting of the directors unless a quorum is present. A quorum shall be 7 directors present in person and shall include no fewer than 4 Private Sector Directors and no fewer than 3 Public Sector Directors. Notwithstanding any vacancies in their number, the continuing directors or, where there is only one, the sole continuing director may continue to act, but if the number of directors is fewer than the number fixed as the quorum, they may act only for the purposes of calling a general meeting.

10.8 If a quorum is not present within half an hour from the time appointed for a meeting of the directors the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed the directors present shall constitute a quorum and shall have the power to decide upon all matters which could properly have been disposed of at the meeting from which the adjourned meeting took place.

11. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

11.1 The office of a director shall be vacated if:

11.1.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

11.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

11.1.3 he is, or may be, suffering from mental disorder and either:

11.1.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

11.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

11.1.4 he resigns his office by notice to the Company;

11.1.5 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated;

11.1.6 he ceases to have the characteristics (as appropriate) required pursuant to article 10.2; or

11.1.7 he is directly or indirectly involved in any transaction or arrangement and fails to declare the nature of his interest in the manner required by article 12.

11.2 Upon any director who is also a Private Sector Member vacating their office as a director of the Company for any reason, such director shall at the same time cease to be a member.

11.3 Regulation 18 of the Model Articles shall not apply to the Company.

12. PROCEEDINGS OF THE DIRECTORS

12.1 Subject to the provisions of the Act, and provided that he has first disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

12.1.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

12.1.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

12.1.3 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

12.1.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit;

but shall not be entitled to vote on any resolution and shall not be counted in the quorum on any matter referred to in any of articles 12.1.1 to 12.1.4 (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any such resolution as his vote shall not be counted.

12.2 For the purposes of article 12.1:

12.2.1 a general notice to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

- 12.2.2 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; and
 - 12.2.3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director.
- 12.3 Any director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 12.4 Regulation 9 of the Model Articles shall be amended by adding the following sentence at the end of sub-clause (3):
- “Notice of every meeting of the directors shall be given to each director including directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service.”

13. RETIREMENT OF PRIVATE SECTOR DIRECTORS

- 13.1 All Private Sector Directors shall retire from office at the end of the next annual general meeting after the expiry of each of their Terms of Appointment (as such expression is defined below in article 13.2), and subject to articles 13.2, 13.3 and 13.4 shall be eligible for re-election by the members at that annual general meeting.
- 13.2 The expression “**Terms of Appointment**” shall have the following meaning:
- 13.2.1 the initial term of appointment of any Private Sector Director shall be one year;
 - 13.2.2 the second term of appointment of any Private Sector Director shall be no more than 2 years; and
 - 13.2.3 the third term of appointment of any Private Sector Director shall be no more than 3 years.
- 13.3 A retiring Private Sector Director shall, subject to article 13.4, be eligible for re-election for such term as specified in article 13.2 (as appropriate).

13.4 Any Private Sector Director who shall have served for a total term of 6 years shall not be entitled to be re-elected.

14. **DIRECTORS' CONFLICTS OF INTEREST**

14.1 The directors may, in accordance with the requirements set out in this article, 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 (“**Conflict**”).

14.2 Any authorisation under this article will be effective only if:

14.2.1 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 these Articles or in such other manner as the directors may determine;

14.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

14.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

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

14.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

14.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine; and

14.3.3 be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

14.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person, the director is under no obligation to:

14.4.1 disclose such information to the directors or to any director or other officer or employee of the company; or

14.4.2 use or apply any such information in performing his duties as a director, where to do so would amount to a breach of that confidence.

14.5 Where the directors authorise a Conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the director:

14.5.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;

14.5.2 is not given any documents or other information relating to the Conflict; and

14.5.3 may not vote (or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

14.6 Where the directors authorise a Conflict:

14.6.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict; and

14.6.2 the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

14.7 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 derives from or 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.

15. **DIRECTOR'S BENEFITS**

15.1 No director or connected person may:

15.1.1 buy goods or services from the Company on terms preferential to those applicable to members of the public;

15.1.2 sell goods, services or any interest in land to the Company;

15.1.3 be employed by or receive any remuneration from the Company;

15.1.4 receive any other financial benefit from the Company;

unless the payment is reasonable in all the circumstances and has been approved in advance by the directors (provided always that any director so concerned may not vote or be counted in the quorum at any such meeting of the directors).

16. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

17. THE SECRETARY

Subject to the Act, the secretary shall be appointed by the directors for such term, such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them, provided always that no director may hold office as secretary, where such office is remunerated.

18. MEANS OF COMMUNICATION TO BE USED

18.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

18.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

18.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

18.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

18.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

18.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

19. **INDEMNITY**

19.1 Subject to the Act but without prejudice to any indemnity to which a director may otherwise be entitled, each director (including an alternate director) or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the lawful execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief from liability is granted to him by the court, and no director (including an alternate director) or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the lawful execution of the duties of his office or in relation thereto. Regulation 38 of the Model Articles shall not apply.

19.2 Notwithstanding Regulation 39 of the Model Articles, the directors may authorise the directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), or other relevant officer of such company in respect of such liability, loss or expenditure as is referred to in Regulation 39.

20. **INSURANCE**

The Company may purchase and maintain, for the benefit of any director, officer or auditor of the Company or of any company which is the holding company, a subsidiary, or a fellow subsidiary of the Company, insurance against any liability as is referred to in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor.

21. **LIABILITY OF MEMBERS**

21.1 The liability of each member is limited to £1.00, 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:

- 21.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
- 21.1.2 payment of the costs, charges and expenses of winding up; and
- 21.1.3 adjustment of the rights of the contributories among themselves.

22. **WINDING UP**

- 22.1 On the winding up of the Company all the assets that would otherwise be available to the members generally shall be transferred:
 - 22.1.1 directly in furtherance of the Objects; or
 - 22.1.2 to any body with objects similar to the Objects.