

Company Number:

The Companies Acts 1985 to 1989

**Company Limited by Guarantee
and not having a Share Capital**

Memorandum and Articles of Association

of

**Lancashire & Blackpool Destination
Management Organisation Limited**

The Companies Acts 1985 to 1989

Company Limited by guarantee and not having a Share Capital

Memorandum of Association

of

Lancashire & Blackpool Destination Management Organisation Limited

(adopted)

1. The name of the Company is Lancashire & Blackpool Destination Management Organisation Limited.
2. The registered office of the Company will be situated in England.
- 3.1 The objects for which the Company is Established is to provide information, advice and other services to individuals, institutions and other organisations to promote tourism and visits to the administrative areas of Blackpool, Blackburn with Darwen, and Lancashire ('the Area') and in furtherance of this purpose (but without prejudice to the generality of the foregoing) to:-
 - 3.1.1 Provide and assist with the provision of information, advice, guidance and support with the promotion of the Area as a Tourism Destination;
 - 3.1.2 Work in partnership with the Public, Private & Volunteer Sectors to promote the Area as a Tourism Destination;
 - 3.1.3 Collect, collate, publish and disseminate information on or related to Destination Management issues affecting the Area;
- 3.2 In the furtherance of the said objects but not further or otherwise the Company shall have the following powers:-
 - 3.2.1 to purchase, lease, hire, or otherwise acquire, and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, mortgage, lease, grant licences, easements, and other rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein) for the purposes of the Company;

- 3.2.2 to rent, build, work, endow, furnish, equip, execute, carry out, improve, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Company;
- 3.2.3 to borrow and raise money and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon bonds, debentures, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities as the Company may think fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.2.4 to acquire (whether beneficially or as trustee) by gift, devise, bequest, purchase, lease, hire or otherwise any real or personal property in the United Kingdom (including any estate or interest therein) and any rights or privileges necessary or desirable for any of the same and to retain any property so acquired or acquired otherwise in the state in which it may be at the time of such acquisition or (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as shall further the objects of the Company;
- 3.2.5 to compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents and to broadcast, televise make issue and show films and video tapes in furtherance of the objects of the Company;
- 3.2.6 to establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects;
- 3.2.7 to establish, finance, and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated) to carry out the objects herein set out;
- 3.2.8 to take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, grants, subscriptions, devises, bequests and in any other manner from time to time permitted by law;
- 3.2.9 generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated and including Government departments and local authorities) by way of subscription donation (including deeds of covenant) and otherwise including the preparation and submission of bids for funding from grant-making bodies;

- 3.2.10 to establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or co-operate and exchange information with any other firm or company, and to liaise, communicate, co-operate or co-ordinate with any public body, local or government authority, professional body, company, committee or other organisation in all or in any parts of the world in furtherance of the objects of the Company;
- 3.2.11 to subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interest therein;
- 3.2.12 subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law to transfer any property whether real or personal to any individual, firm or company whether for some specific object or purpose or for a general object or purpose;
- 3.2.13 generally to aid and to receive aid from any individual, firm or company in furtherance of the objects or any of the objects of the Company;
- 3.2.14 to guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the company) for any borrowing by or the performance of the contracts or obligations of any individual, firm or company;
- 3.2.15 to employ, hire, or otherwise obtain and to pay reasonable and proper remuneration to the officers employees and professional advisers of the company and any other person or persons for the objects of the company or any of them;
- 3.2.16 to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 3.2.17 to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- 3.2.18 to invest the moneys of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

- 3.2.19 to purchase and maintain for officers and employees of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty to make payments for or towards the insurance of any such persons as aforesaid;
- 3.2.20 to do all such other lawful things as may be considered to be incidental or conducive to the pursuit or the attainment of the principal objects.
- 3.2.21 The objectives specified in each sub-clause of this clause 3 shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objectives are stated or the name of the Company or the nature of any business carried on by the Company, but shall be construed widely as in each of the sub-clauses defined the objects of a separate and independent company.
4. Subject to the provisions of Clause 7 hereof neither the whole nor any part of the income funds 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 Members of the Company except to Lancashire County Council, Blackpool Borough Council and Blackburn with Darwen Borough Council provided that the authority concerned shall then be a Member. Provided that nothing herein shall prevent the gratuitous distribution among or a sale at less than cost to Members of any books, pamphlets or other publications of the Company relating to all or any of its objects or prevent the payment in good faith of reasonable and proper remuneration to any officer, agent or servant of the Company or to any Member of the Company or the reimbursement to any such person of expenses properly incurred by him in connection with the Company's business or undertaking. A Member or Director shall not be deemed to be in any way interested in or to have received any part of the property or income of the Company merely by reason that he or his spouse is a member or an employee of any Local Authority or is a resident or council tax payer in any such district or is the holder of a salaried office under the Company or by reason of his receiving fees as a Director thereof.
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 the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding One Pound.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debt and liabilities, any property whatsoever, subject to any prior rights created independently of the Memorandum, the same shall not be paid to or distributed among the members of the Company (except Lancashire County Council, Blackpool Borough Council and Blackburn with Darwen Borough Council provided that the Council's concerned shall then be a Member), but shall be given or transferred to some other 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 among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof; and for the purposes of this provision Lancashire County Council, each Lancashire District Council and the Unitary Authorities of each of Blackburn with Darwen and Blackpool shall be deemed to be such other institutions. The selection of such institution or institutions, and in the event of more than one, the respective share to be distributed to either or each shall be made by special resolution of the Members of the Company in General Meeting.

BLACKBURN WITH DARWEN BOROUGH COUNCIL
of The Town Hall, Blackburn, BB1 7DY by
the hand of Graham Burgess
a duly authorised Officer of the
Borough Council

.....
G. BURGESS

DATED this day of 2003

WITNESS to the above signatures:-

(Name)

(Address)

.....

(Occupation)

The Companies Act 1985 to 1989

Company Limited by guarantee and not having a Share Capital

Articles of Association

of

Lancashire & Blackpool Destination Management Organisation Limited

General

1.1 In these Articles of Association the words standing in the First Column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column, thereof, if not consistent with the subject or context:-

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985 as amended by The Companies Act 1989, including any statutory modification or re-enactment thereof for the time being in force.
The Area	Together the administrative areas of Blackburn with Darwen, Blackpool and Lancashire.
The Board	The Board of Directors for the time being of the Company;
Blackburn with Darwen Borough Council	Blackburn with Darwen Borough Council as constituted on the date of incorporation of the Company or any other successor body authority or corporation responsible for the provision of services to the Administrative Borough of Blackburn with Darwen.
Blackburn with Darwen Director	A Director appointed by Blackburn with Darwen Borough Council pursuant to the provisions of Article 37.1.
Blackpool Borough Council	Blackpool Borough Council as constituted on the date of incorporation of the Company or any other successor body, authority or corporation responsible for the provision of services to the Administrative Borough of Blackpool

Blackpool Director	A Director appointed by Blackpool Borough Council pursuant to the provisions of Article 37.1.
District Council	A District Council within the County of Lancashire as constituted on the date of incorporation of the Company and any other body authority or corporation to which the functions of such District Council may from time to time have been transferred;
Founder Members	Subject to Article 1.2 below, together Lancashire County Council, Blackburn with Darwen Borough Council and Blackpool Borough Council.
In writing	Includes any non-transitory form of visible reproduction of words.
Lancashire County Council	Subject to Article 1.2 below, Lancashire County Council as constituted on the date of incorporation of the Company or any other successor body authority or corporation responsible for the provision of services to the Administrative County of Lancashire.
Lancashire Director	Subject to Article 1.2 below, a Director appointed by the County Council pursuant to the provisions of Article 37.1.
Members	Together the Founder Members and any additional Members subsequently appointed
Month	Calendar Month;
The Company	Lancashire & Blackpool Destination Management Organisation Limited
The Office	The Registered Office for the time being of the Company;
The Register	The Register of Members of the Company;
The Seal	The Common Seal of the Company;
The Secretary	The Secretary of the Company or any person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary.
The Statutes	The Act, The Business Names Act 1985, The Company Securities (Inside Dealing) Act 1985, The Companies Consolidation (Consequential Provisions) Act 1985 and every statutory modification amendment or re-enactment thereof for the time being in force;

The United Kingdom	Great Britain and Northern Ireland;
These presents	These Memorandum & Articles and Association, or other regulations of the Company from time to time in force;
Year	Calendar Year;

- 1.2 For the avoidance of doubt, all references in these presents to Lancashire County Council (the Lancashire County Council Director) shall be interpreted to include Lancashire County Developments Limited (LCDL) which the County Council has appointed as its agent in respect of Tourism matters and any notice served, decision taken or Director appointed etc., by LCDL shall be effective as if served, taken, appointed etc., by Lancashire County Council.
- 1.3 Where the context so admits words importing the singular number only shall include the plural number, and vice-versa;
- 1.4 Where the context so admits words importing the masculine, feminine and neuter gender only shall include either or both of the others;
- 1.5 Words importing persons shall include corporations;
- 1.6 Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

Members

2. The Company is a private company within the meaning of the Statutes.
3. The Members of the Company shall be the subscribers to the Memorandum of Association, together (if different) with the Founder Members, and such other persons as shall be appointed as Members of the Company by the Founder Members in accordance with Articles 5 and 6.
4. A Member may be an individual or a body corporate.
5. An application for Membership must be in writing and sent to the Secretary at the Office.
6. Any application for Membership shall be considered by the Founder Members who shall determine upon the admission or rejection of an Applicant and shall request the Secretary to notify the Applicant of their decision, whereupon the Applicant, if approved for admission to

Membership, shall have his name entered in the Register. An application for Membership shall only be agreed with the consent of all the Founder Members. In the event that all the Founder Members consent to an application for Membership they shall determine the voting entitlement (if any) of any new Member at general meetings of the Company and shall provide for the necessary amendments to be made to these Articles to give effect to such voting entitlement.

7. Membership shall cease if the Member shall signify in writing to the Secretary his or its desire to retire from Membership of the Company in which event the Member shall cease to be a Member 14 days following receipt of such notice by the Secretary.
8. The rights of every Member shall be personal to himself or itself and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise.
9. A Register shall be kept by the Company containing the names and addresses of all the Members and together with such other particulars as may be required by the Statutes.
10. Every Member shall further to the best of his ability the objects and interests of the Company and shall observe all regulations and by-laws of the Company lawfully made pursuant to the powers in that behalf hereinafter contained.

General Meetings

11. The Annual General Meeting shall be held at such time and place as may be determined by the Board.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of Members pursuant to the provisions of the Act for a date not later than eight weeks after receipt of such request.
14. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such

notices from the Company, but with the consent of the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or the proceedings at any meeting.

Proceedings at General Meetings

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account, and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided, a quorum shall consist of at least two Founder Members of the Company.
19. The Members listed in the First Column of the Table next hereinafter shall for so long as they remain Members of the Company be entitled to appoint up to the number of authorised representatives shown in the Second Column thereof to attend and speak on their behalf at General Meetings of the Company provided that prior to such General Meeting each Member shall have appointed one of their authorised representatives (the 'authorised voting representative') attending the General Meeting to cast on behalf of that Member (whether on a show of hands or on a poll) the votes for that Member as set out in Article 27.

<u>Member</u>	<u>No. of Authorised Representatives</u>
Lancashire County Council	Three
Blackpool Borough Council	Three
Blackburn with Darwen Borough Council	One

20. If within half-an-hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. If any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half-an-hour

from the time appointed for holding the meeting the Members present shall be a quorum.

21. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting but if there shall be no such Chairman or if at any meeting he shall not be present at the time appointed for holding the same the Vice Chairman, if any shall preside and if none (or more than one Vice Chairman wishes to preside) the meeting shall elect one of the Vice Chairmen or, if none are present or unwilling to act, any other Director or Voting Representative to act as Chairman.
22. 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, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
23. 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 upon the declaration of the result of the show of hands) demanded by (a) the Chairman, or (b) by any Member represented by their duly authorised representative(s) or present in person or by proxy; and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn.
24. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.
26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes at Meetings

27. On a poll or show of hands the authorised voting representative of the Member listed in the First Column of the Table next hereinafter contained shall for so long as they remain Members of the Company be entitled to cast at any General Meeting of the Company the number of votes shown in the Second Column thereof.

<u>Member</u>	<u>Votes Entitlement</u>
Blackburn with Darwen Borough Council	One vote
Blackpool Borough Council	Three votes
Lancashire County Council	Three votes

28. No person other than a Member duly registered shall be entitled to be present or be represented or to vote on any question either personally or by proxy at any General Meeting.
29. Votes may be given on a show of hands or on a poll either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation then under the hand of some officer duly authorised in that behalf. No person not being a Member shall be appointed a proxy.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
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 the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I

"of

"a Member of Lancashire & Blackpool Destination Management Organisation Limited

"hereby appoint

"of

"to vote for me and on my behalf at the (Annual

"or Extraordinary, or Adjourned, as the case may be)

"General Meeting of the Company to be held on

"the day of and at every

"adjournment thereof.

"As witness my hand this day of , 20 ".

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Directors

34. The first Director(s) shall be the person(s) named as such in the statement delivered to the Registrar of Companies with the Memorandum of Association and Articles of Association of the Company.

35. The number of Directors shall not be less than ten and not more than eighteen. The Directors at any time may act notwithstanding any vacancy in their body, provided always that, in case the Directors shall at any time be reduced in number of less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of calling a General Meeting of the Company, but not for any other purpose.

36. The Board of Directors of the Company shall be the first Director(s) and any further persons appointed pursuant to Articles 37.1, 37.2, and 37.3.

- 37.1 For so long as they remain members of the Company each Founder Member shall be entitled to nominate and appoint the following Directors:-

Blackburn-with-Darwen Borough Council	- One
Blackpool Borough Council	- Three
Lancashire County Council	- Three

- 37.2 Additionally, the Founder Members shall also be entitled to appoint up to a further eight Directors from the Tourism Industry who shall not be Members or Officers of a Local Authority.
- 37.3 The Founder Members shall also be entitled to appoint up to three additional Directors (from the Public, Private or Voluntary Sectors) who they consider would assist in the delivery of Destination Management Services for the Area.
38. The powers granted to the Founder Members by virtue of Article 37 shall be without prejudice to and in addition to their right whilst they are members to vote at General Meetings on the appointment and removal of Directors.
39. The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committee of Directors or general meetings or separate meetings of the holders of debentures of the Company (if any) or otherwise in connection with the discharge of their duties PROVIDED THAT the amounts paid to each Director shall not be greater than the amount that each Director could have claimed for expenses if those expenses were submitted by that Director through his employer or in the case of a Director who is also a member of and appointed by a local Authority, the expenses that Director could have claimed from that appointing local Authority.
40. The Chairman of the Board of Directors shall be entitled to an annual honorarium as the Founder Members, or any other body appointed by them may, from time to time, determine.

Powers of the Board of Directors

41. Subject to Article 42(b) below the business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, the provisions of the Statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
42. (a) Subject to Article 42(b) below, 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 and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

- (b) The Board or any Committee of Directors or individual Director shall not have the power to authorise or permit the Company or any subsidiary thereof to enter into any contract, transaction or arrangement set out in Article 42 (c) below in any circumstances where such contract, transaction or arrangement cannot be entered into pursuant to a duly approved scheme of delegation and has not been approved in writing by all of the Founder Members.
- (c) This Article 42(c) shall apply to all contracts, transactions or arrangements which involve:-
 - (i) the entering into of any lease or contract which constitutes a "credit arrangement" for the purposes of the Local Government and Housing Act 1989;
 - (ii) the receipt by the Company or any subsidiary thereof of any sum or consideration which would for the purposes of the Local Government and Housing Act 1989 be deemed to be a capital or notional receipt;
 - (iii) the application for and/or receipt of (whether direct or indirect) any grant funding from the European Union or any Institution thereof;
 - (iv) the entering into any transaction which impacts upon the liabilities of the Company for the purposes of Part IV of the Local Government and Housing Act, 1989.

43. A Director shall not vote in respect of any contract or arrangement in which he is financially interested or any matter arising thereout; and if he does so vote his vote shall not be counted. A Director shall not be deemed to be interested in a contract or financial arrangement with Lancashire County Council, Blackpool Borough Council, Blackburn with Darwen Borough Council or a District Council or any authority body or undertaking in the County of Lancashire merely by reason that he or his spouse is a member or employee of Lancashire County Council, a Blackpool Borough Council, Blackburn with Darwen Borough Council District Council or is a resident or chargepayer in the County of Lancashire.

Notwithstanding the foregoing, all Directors who are Members of Blackburn-with-Darwen Borough Council, Blackpool Borough Council and Lancashire County Council, shall comply respectively with the requirements of the Codes of Conduct for Members and Co-opted

Members of these Council's for the time being in force in respect of the declaration of personal and prejudicial interest. Those Directors shall respectively declare personal interests in accordance with the Codes at any meeting of the Board or Committee of the Board at which the matter gives rise to the interest is considered, and in the case of prejudicial interests, in accordance with the Codes shall not participate in any decisions to be made by the Company and shall withdraw from any meeting of the Board or Committee of the Board which such matter is considered.

Secretary

44. The Secretary shall be appointed by the Founder Members for such time and upon such conditions as they may think fit. The Founder Members may also from time to time appoint a Deputy Secretary and an Assistant Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
45. The Founder Members may also appoint a Chief Executive of the Company, together with any other Officers they consider appropriate and agree the Terms & Conditions of any such appointments.

The Seal

46. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Director and the Secretary, or two Directors or of some other person appointed by the Board for the purpose, and the said Directors and Secretary or other person shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of Directors

47. The office of a Director shall be vacated:-
 - (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors generally;
 - (b) If he becomes of unsound mind;
 - (c) If by notice in writing to the Company he resigns his office;
 - (d) If he ceases to be a Director by virtue of any provision of the Statutes;
 - (e) If he becomes prohibited by law from being a Director;

- (f) In the case of a Director appointed pursuant to Article 37 upon receipt of notice that such person has been removed (or does not now satisfy any criteria for appointment) pursuant to the Article in question;
 - (g) If having been so at the time of his appointment, he ceases to be a Member, Officer, employee or representative of the organisation he represents;
 - (h) If he is directly or indirectly interested in any contract with the Company and fails to declare his interest in manner required by the Statutes;
 - (i) If, having been appointed pursuant to Article 37.1, the Founder Member who appointed him ceases to be a Member of the Company;
48. A person may be appointed as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

Proceedings of the Board of Directors

49. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall consist of such number of Directors as shall be equal to one third of the Board of Directors for the time being appointed of which at least two Directors must be a Blackburn with Darwen Director, a Blackpool Director, or a Lancashire County Council Director or any combination thereof provided there is at least two such Directors present and able to be counted in the quorum. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote. In the case of an equality of votes, the Chairman shall not be entitled to a second or casting vote.
50. A Director may, and on the request of a Director the Secretary shall at any time summon a meeting of the Board by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
51. The Directors shall be entitled from time to time to appoint a Director as Chairman and also one or more Directors as one or more Vice-Chairmen and to remove from office any Chairman or Vice-Chairman so appointed. The Chairman shall be entitled to preside at all meetings of the Board at which and during the time for which he is present, but if at any meeting the Chairman be not present within ten minutes after the time appointed for holding the meeting or is unwilling to preside then the Vice-Chairman may preside whilst the Chairman shall be absent or unwilling to preside. In the event that at any meeting neither

the Chairman nor any of the Vice-Chairmen are present within ten minutes after the time appointed for the holding of the meeting or if none are willing to preside then the directors present may appoint one of their number to be Chairman whilst the Chairman and any or both Vice-Chairmen be absent or unwilling to preside.

52. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Company for the time being vested in the Board generally.
53. The Board may delegate any of their powers to one or more Committees of the Board, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. A quorum for a Committee shall consist of not less than two Directors of which at least two Directors must be a Blackburn with Darwen Director, a Blackpool Director or a Lancashire Director or any combination thereof provided there is at least two such Directors present and able to be counted in the quorum.
54. All acts bona fide done by any meeting of the Board or of any Committee of the Board, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
55. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of the Committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
56. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
57. Any Director may validly participate in a meeting of the Board or a Committee of the Board by conference telephone or other form of communication equipment if all persons participating in the meeting are

able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there be no group which is larger than any other group, where the Chairman of the meeting then is.

58. Save as otherwise provided by these Articles, a Director shall not vote at a meeting of Directors or of a Committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following:-
- 58.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
- 58.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving or security;
- 58.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-writing of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
- 58.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purpose.

For the purposes of this Article 58, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

59. A Director shall not be counted in the quorum present at a meeting in a resolution on which he is not entitled to vote.
60. The Members may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.

61. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
62. If a question arises at a meeting of Directors or of a Committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

Accounts

63. The Directors shall from time to time determine whether and to what extent and at which 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.

Notices

- 64 A notice may be given by the Company to any Member either personally or by sending it by post to him or to 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 effected by properly addressing, pre-paying 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:-
 - 65.1 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;

65.2 The Auditors for the time being of the Company.

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

Indemnity

66. Subject to the provisions of the Statutes, every Director and Officer of the Company shall be indemnified out of the funds and assets of the Company against all liabilities incurred by him as such Director or Officer in or about the execution of his office or otherwise in relation thereto.

Dissolution

67. Clause 7 of the Memorandum of Association shall have effect as if the provisions thereof were repeated in these Articles.

Corporation Acting by Representatives at Meetings

68. Any corporation or body which is a member of the Company may by resolution of its Directors, Committee 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 corporation or body which he represents as that corporation or body could exercise if it were able to attend in person.

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 DESCRIPTION OF SUBSCRIBERS

LANCASHIRE COUNTY COUNCIL
of County Hall, Preston, PR1 8XJ by
the hand of Ian Michael Fisher,
a duly authorised Officer of the
County Council

.....
I M FISHER

DATED this day of 2003

WITNESS to the above signatures:-

(Name)

(Address)

.....
(Occupation)

BLACKPOOL BOROUGH COUNCIL
of The Town Hall, Blackpool FY1 1AD
by the hand of Steve Weaver,
a duly authorised Officer of the
Borough Council

.....
S. WEAVER

DATED this day of 2003

WITNESS to the above signatures:-

(Name)

(Address)

.....
(Occupation)

BLACKBURN WITH DARWEN BOROUGH COUNCIL
of The Town Hall, Blackburn, BB1 7DY by
the hand of Graham Burgess,
a duly authorised Officer of the
Borough Council

.....
G. BURGESS

DATED this day of 2003

WITNESS to the above signatures:-

(Name)

(Address)

.....

(Occupation)