



Encouraging the Growth of Business Enterprise

**COLCHESTER BUSINESS ENTERPRISE AGENCY
("THE COMPANY")**

NOTICE IS GIVEN that the Annual General Meeting of the Company will be held at Wivenhoe House Hotel, Wivenhoe Park, Colchester, Essex, CO4 3SQ at 6 00 p.m on the 20th October 2016 for the following purposes -

- 1 To receive any apologies for absence
- 2 To approve and sign the Minutes of the Annual General Meeting of the Company held on 15th October 2015.
- 3 To consider any matters arising from the Minutes of the Annual General Meeting held on 15th October 2015
- 4 To receive and consider the reports of the Chairman and Chief Executive
- 5 To receive and consider the statement of accounts and the balance sheet of the Company for the year ended 31 March 2016 with the Auditors' Report
- 6 To consider and, if thought fit, to approve, the following special resolution -

That paragraph 4 of the Company's Articles of Association relating to membership be amended to include the wording in blue below -

a) *Persons who have sponsored the Agency for a period of not less than two years will normally be admitted to membership*

b) *Membership is not transferable*

c) *Membership is terminated if -*

- 1) *the member dies or ceases to exist,*
- 2) *the member gives seven days' notice in writing to the Company terminating his, her or its membership*

2) *the members pass an ordinary resolution expelling the member, provided that no such resolution shall be passed unless the member has been given (i) at least fourteen clear days' notice in writing that it is proposed to expel him, her or it, specifying the circumstances alleged to justify expulsion; and (ii) a reasonable opportunity of being heard by, or of making representations to, the members passing the resolution.*



A05 *A5ICEH56* 25/10/2016 #258
COMPANIES HOUSE

TUESDAY



Encouraging the Growth of Business Enterprise

7 To elect as directors the following who retire by rotation namely.-

S. J Clifford
P J Fowler
RPH Hayward

8 To re-appoint as Auditors Baker Chapman Bussey and to authorise the Directors to fix their remuneration

9 To consider any other business

By Order of the Board

A member entitled to vote on a special resolution may send a proxy vote by post if not attending or appoint a proxy to attend and, on a poll, vote in his stead. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.

Company No 1683714

COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY GUARANTEE

THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION OF

COLCHESTER BUSINESS ENTERPRISE AGENCY

Incorporated 2nd December 1982

Birkett Long
Essex House
42 Crouch Street
Colchester
Essex CO3 3HH

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

THE AMENDED MEMORANDUM OF ASSOCIATION*

- of -

COLCHESTER BUSINESS ENTERPRISE AGENCY

- 1 The name of the Company (hereinafter called “the Agency”) is “COLCHESTER BUSINESS ENTERPRISE AGENCY”.
- 2 The Registered Office of the Agency will be situate in England
- 3 The objects for which the Agency is established are -
 - (1) To encourage industry and commerce, and further the economic social and environmental needs of the Town of Colchester, the County of Essex and the Region of East Anglia (hereinafter called “the Area”) by stimulating and promoting the creation within the Area of new enterprises having as an objective the provision of goods or services or the creation of employment opportunity or the making of an addition to the economic well-being of the Areas;

To provide assistance whether financial or otherwise to help existing small businesses to expand within the Area;

To advise firms within the Area whether existing or in course of creation as to appropriate management structures, the keeping of accounts and the provision of controls whether in respect of finance, stock, production, quality or otherwise. To encourage and assist with commercial and industrial training within the Area;

To provide a means whereby the business community of the Area can contribute to the well-being of the Area,

**Amended by Special Resolutions of the Company passed on 11 December 2003 and 20th October 2016*

To consider all questions connected with the trade commerce and manufactures and especially how those affect either small business or the creation of those businesses in the Area;

To promote support or oppose legislative or other measures affecting trade commerce and manufactures particularly any such concerning small businesses in the Area,

To represent, express and give effect to the opinions of businesses' industrial and commercial questions, to apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions.

(2) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Agency

(3) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Agency.

(4) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Agency

(5) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Agency, in the shape of donations, annual subscriptions, or otherwise.

(6) To print and publish any newspapers, periodicals, books or leaflets that the Agency may think desirable for the promotion of its objects

(7) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Agency.

(8) To borrow and raise money for the purposes of the Agency in such manner as the Agency may think fit.

(9) To invest the monies of the Agency not immediately required for its purposes in or upon such 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 and subject also as hereinafter provided.

(10) To undertake and execute any trusts which will further any of the objects of the Agency

(11) To establish and support, and to aid in the establishment and support of, any other Agencies formed for all or any of the objects of this Agency.

(12) To amalgamate with any companies, institutions, societies or agencies having objects altogether or in part similar to those of this Agency and which by their constitution prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Agency by Clause 4 hereof

(13) To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies institutions, societies or agencies with which this Agency is authorised to amalgamate

(14) To transfer all or any part of the property, assets, liabilities and engagements of this Agency to any one or more of the companies, institutions, societies or agencies with which this Agency is authorised to amalgamate

(15) To do all such other lawful things as are necessary to the attainment of the above objects or any of them provided that

(i) In case the Agency shall take or hold any property which may be subject to any trusts, the Agency shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,

(ii) Except with the consent of the Secretary of Estate for Trade the Agency shall not acquire hold or retain either itself or through nominees shares or other rights in any other company which in the aggregate carry the right to exercise more than Forty percent of the total voting rights exercisable at the general meeting of such company by all its members.

AND it is hereby declared that the intention is that the objects specified in any sub-clause of this clause shall not, except where otherwise expressed in such sub-clause, be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company None of such sub-clauses, or the objects therein specified, or the powers thereby conferred, shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause.

4 The income and property of the Agency shall be applied solely towards the promotion of its objects set forth in this Memorandum of Agency and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Agency.

Provided that nothing herein shall prevent any payment in good faith by the Agency –

(a) of reasonable and proper remuneration to any member, officer or servant of the Agency for any services actually rendered to the Agency;

- (b) of interest on money lent by any member of the Agency at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or three per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Agency;

5 The liability of the members is limited.

6 Every member of the Agency undertakes to contribute to the assets of the Agency, in the event of the same being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Agency 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 contributories among themselves, such amount as may be required not exceeding one pound

7 If upon the winding up or dissolution of the Agency 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 Agency, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Agency, 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 Agency under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Agency at or before the time of dissolution, and if and 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

THE RIGHT HONOURABLE LORD CUTHBERT JAMES
McCALL ALPORT, P C ,T D

The Cross House,
Layr de la Haye,
Colchester
Essex.

(Signed) The Right Hon. Lord C J
McCall Alport

Member of the House of Lords

Date 10 November 1982

Witness (Signed) B J Edwards

PETER ANTHONY TAYLOR

Tye Farm,
Tye Lane,
Willisham,
Ipswich,
Suffolk

(Signed) P A Taylor

Actuary

Date 10 November 1982

Witness (Signed) A J Beresford-Smith

JAMES ARTHUR WELLERD

2 Shears Crescent,
West Mersea,
Essex.

(Signed) J A Wellerd

Director & General Secretary of Colchester
Chamber of Trade and Commerce

Date 10 November 1982

Witness (Signed) A J Beresford-Smith

THE COMPANIES ACTS, 1948 to 1981

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

THE AMENDED ARTICLES OF ASSOCIATION*
OF

COLCHESTER BUSINESS ENTERPRISE AGENCY

INTERPRETATION

1 In these Articles.-

“the Agency” means Colchester Business Enterprise Agency.

“the Act” means the Companies Act 1948.

“the Seal” means the common seal of the Agency

“Secretary” means any person appointed to perform the duties of the Secretary of the Agency.

“the Board” means the Board of Directors for the time being of the Agency

“the United Kingdom” means Great Britain and Northern Ireland

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Agency.

Words importing persons or parties shall include partnerships, corporations and any organisations having legal capacity Where the context so requires words importing the singular only include the plural and vice versa and words importing the masculine shall be construed as including the feminine or the neuter or vice versa.

**Amended by Special Resolutions of the Company passed on 11 December 2003 and 20th October 2016*

MEMBERS

2 The number of members with which the Agency may be registered shall be not less than 10 nor more than 100 but the Directors may from time to time register an increase of members.

3 The provisions of Section 110 of the Act shall be observed by the Agency, and every member of the Agency shall either sign a written consent to become a member or sign the register of members on becoming a member.

4 The subscribers to the Memorandum of Agency and such other persons as the Directors shall admit to membership shall be members of the Agency.

(a) Persons who have sponsored the Agency for a period of not less than two years will normally be admitted to membership.

(b) Membership is not transferable

(c) Membership is terminated if:-

(i) the member dies or ceases to exist;

(ii) the member gives seven days' notice in writing to the Company terminating his, her or its membership

(iii) the members pass an ordinary resolution expelling the member, provided that no such resolution shall be passed unless the member has been given (i) at least fourteen clear days' notice in writing that it is proposed to expel him, her or it, specifying the circumstances alleged to justify expulsion; and (ii) a reasonable opportunity of being heard by, or of making representations to, the members passing the resolution.

5 The Agency is established for the purposes expressed in the Memorandum and Articles

GENERAL MEETINGS

6 The Agency 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 Agency and that of the next. Provided that so long as the Agency 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 shall appoint.

7 All general meetings other than annual general meetings shall be called extraordinary general meetings.

8 The Directors 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 132 of the Act. If at

any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Agency may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the Directors

NOTICE OF GENERAL MEETINGS

9 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 Agency 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 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 Agency in general meeting, to such persons as are, under the Articles of the Agency, entitled to receive such notices from the Agency.

Provided that a meeting of the Agency 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

10 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

11 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, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the election of a President and the appointment of and the fixing of the remuneration of the auditors

12 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 shall be a quorum. The words "Members present in person" shall include corporate representatives as defined in Article 32.

13 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 Directors 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.

14 The Chairman, if any, of the Board shall preside as Chairman at every general meeting, 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.

15 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.

16 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 and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took 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.

17 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 three members present in person or by proxy; 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 the 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 the effect in the book containing the minutes of proceedings of the Agency shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18 Subject to the provisions of Article 19, 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.

19 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

20 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21 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 OF MEMBERS

22 Every member shall have one vote.

23 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver curator bonis or other person may, on a poll, vote by proxy

24 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Agency have been paid.

25 On a poll votes may be given either personally or by proxy.

26 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Agency

27 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Agency 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

28 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 Agency, 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 Agency to be held on the day of
and at any adjournment thereof.

Signed this day of 19 ...”

29 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 Agency, 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 Agency to be held on the day of
And at any adjournment thereof

Signed this day of 19 ...”

*in favour of
This form is to be used against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit

(*Strike out whichever is not desired) ”

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

31 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 intention in writing of such death, insanity or revocation as aforesaid shall have been received by the Agency at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

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

MEMBERS OF THE EXECUTIVE BOARD

33 The number of the first Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them Subject as aforesaid the number of the Directors may be determined by a General Meeting.

34 The Directors shall also be paid all reasonable travelling, hotel and other out-of-pocket expenses necessarily and properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Agency or in connection with the business of the Agency

BORROWING POWERS

35 The Directors may exercise all the powers of the Agency to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and subject to Section 14 of the Companies Act 1981, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Agency

POWERS AND DUTIES OF MEMBERS OF THE EXECUTIVE BOARD

36 The business of the Agency shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Agency, and may exercise all such powers of the Agency as are not, by the Companies Acts 1948 to 1981 or by these Articles, required to be exercised by the Agency in general meeting, subject nevertheless to the provisions of the Companies Acts 1948 to 1981 or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Agency in general meeting; but no regulation made by the Agency in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made

37 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Agency, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine

38 The Directors shall cause minutes to be made in books provided for the purpose: -

- (a) of all appointments of officers made by the Directors,
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors,
- (c) of all resolutions and proceedings at all meetings of the Agency, and of the Directors, and of committees of Directors:

DISQUALIFICATION OF THE
MEMBERS OF THE EXECUTIVE BOARD

- 39 The office of a Director shall be vacated by the Director -
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors,
 - (b) If he becomes of unsound mind,
 - (c) If by notice in writing to the Agency he resigns his office;
 - (d) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1981,
 - (e) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act,
 - (f) If he ceases to be a member by virtue of Section 185 of the Act.

ROTATION OF THE MEMBERS
OF THE EXECUTIVE BOARD

40 At the first annual general meeting of the Agency all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

41 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

42 A retiring Member of the Board shall be eligible for re-election.

43 The Agency at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Board shall have been put to the meeting and lost.

44 No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of a Director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Agency notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.

45 The Agency may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office

46 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors 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, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

47 The Agency may by ordinary resolution, of which special notice has been given in accordance with Section 184 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Agency and such Director

48 The Agency may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article Without prejudice to the powers of the Directors under Article 44 the Agency in general meeting may appoint any person to be a Director whether to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a -Director.

PROCEEDINGS OF THE MEMBERS OF THE EXECUTIVE BOARD

49 The Directors 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 Directors. It shall not be necessary to give notice of a meeting of Members to any Director for the time being absent from the United Kingdom

50 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two

51 The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Agency as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Agency but for no other purpose

52 The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, 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 Directors present may choose one of their number to be Chairman of the meeting

53 The Directors 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 Directors. All proceedings of such committees shall be reported back to the Board as soon as possible

54 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

55 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 the case of an equality of votes the Chairman shall have a second or casting vote

56 All acts done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Director

57 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held

SECRETARY

58 Subject to Section 21 (5) of the Companies Act 1976 the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary; any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

59 The seal of the Agency shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Directors and of the Secretary, and the said members and Secretary 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 Agency such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

ACCOUNTS

60 The Directors shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

61 The books of account shall be kept at the registered office of the Agency, or subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors

62 The Directors 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 Agency 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 Agency except as conferred by statute or authorised by the Directors or by the Agency in general meeting

63 At the Annual General Meeting in every year the Board shall lay before the Agency a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Agency) made up to a date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967

AUDIT

64 Once at least in every year the accounts of the Agency shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

65 Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976, and Sections 7 and 12 of the Companies Act 1981, the Directors being treated as the Directors mentioned in those Sections.

NOTICES

66 A notice may be given by the Agency 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 Agency, 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, 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.

67 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 Agency an address within the United Kingdom for the giving of notices to them,
- (b) the auditor for the time being of the Agency.

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

DISSOLUTION

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

THE RIGHT HONOURABLE LORD CUTHBERT JAMES
McCALL ALPORT, P C ,T.D

The Cross House,
Layr de la Haye,
Colchester
Essex.

(Signed) The Right Hon. Lord C J
McCall Alport

Member of the House of Lords

Date 10 November 1982

Witness (Signed) B J Edwards

PETER ANTHONY TAYLOR

Tye Farm,
Tye Lane,
Willisham,
Ipswich,
Suffolk

(Signed) P A Taylor

Actuary

Date 10 November 1982

Witness (Signed) A J Beresford-Smith

JAMES ARTHUR WELLERD

2 Shears Crescent,
West Mersea,
Essex

(Signed) J A Wellerd

Director & General Secretary of Colchester
Chamber of Trade and Commerce

Date 10 November 1982

Witness (Signed) A J Beresford-Smith
