Company Number: 05688251

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

NORTHAMPTONSHIRE ENTERPRISE PARTNERSHIP (the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, on 18 June 2014 the following resolution (the "Resolution") was passed as a special resolution of the members of the Company

SPECIAL RESOLUTION

THAT the articles of association contained in the document annexed to this resolution be and are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

Signed by GERALD COULDRAKE

[Signature]

Company Secretary

Date of signature

30 June 2014.
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Of

Northamptonshire Enterprise Partnership

INTERPRETATION

1 1 In these Articles

"the Company" means Northamptonshire Enterprise Limited*

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means the Articles of Association of the Company from time to time in force

"the Chair" means the Chair of the Board of Directors appointed in accordance with Article 26

"clear days" in relation to the period of a notice means the 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

* By special resolution passed on 26 May 2011 the name of the Company was changed to Northamptonshire Enterprise Partnership
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
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<tbody>
<tr>
<td>&quot;the County&quot;</td>
<td>means the County of Northamptonshire</td>
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<tr>
<td>&quot;executed&quot;</td>
<td>includes any mode of execution</td>
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<td>&quot;the Financial Memorandum&quot;</td>
<td>means the document, as amended or replaced from time to time, setting out</td>
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<tr>
<td></td>
<td>the terms on which the Secretary of State agrees to provide grant funding</td>
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<td>to the Company</td>
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<td>&quot;in writing&quot;</td>
<td>means any visible means of communicating words including electronic means</td>
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<td></td>
<td>of communication</td>
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<tr>
<td>&quot;the Memorandum&quot;</td>
<td>means the memorandum of association of the Company from time to time in</td>
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<td>force</td>
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<tr>
<td>&quot;Observers&quot;</td>
<td>such persons as the Board may from time to time allow to attend Board</td>
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<td></td>
<td>Meetings or General Meetings to observe (including deputies for non-</td>
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<td>private sector members or directors)</td>
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<tr>
<td>&quot;Office&quot;</td>
<td>means the registered office of the Company</td>
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<tr>
<td>&quot;Organisation&quot;</td>
<td>means a body corporate or an unincorporated association or a statutory</td>
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<td></td>
<td>body which represents a Sector, including those bodies named in Article</td>
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<td>22</td>
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<tr>
<td>&quot;the Seal&quot;</td>
<td>means the common seal of the Company</td>
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<td>&quot;Secretary&quot;</td>
<td>means the secretary of the Company or any other person appointed to</td>
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<td>perform the duties of the secretary of the Company, including a joint,</td>
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<td></td>
<td>assistant or deputy secretary</td>
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<tr>
<td>&quot;the Secretary of State&quot;</td>
<td>means the Secretary of State for Department of Trade and Industry or his</td>
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<td></td>
<td>successors</td>
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"Sector" means one of the following sectors existing from time to time in the County local government, education and learning, private enterprise, local delivery vehicles, voluntary and/or community groups

"the United Kingdom" means Great Britain and Northern Ireland

1 2 Unless the context otherwise requires, words importing
1 2 1 the masculine gender only shall include the feminine gender,
1 2 2 the singular only shall include the plural number and vice versa,
1 2 3 persons shall include corporations

1 3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act

1 4 Table C to The Companies (Tables A to F) Regulations 1985 shall apply unless and to the extent the provisions of Table C are impliedly varied or replaced by these Articles

MEMBERS

2 The subscribers to the Memorandum of Association of the Company and such other persons as are directors and for so long as they remain in office as non-executive directors shall be members of the Company

2 1 Every person that wishes to become a member shall deliver to the Company an executed application for membership in such form as the directors may from time to time decide. The application shall be considered by a meeting of the board of directors. No person or organisation shall be admitted a member of the Company unless he is approved by the directors as being a person who is representative of a Sector

2 2 The rights of any Member shall not be transferable and shall (if the member is an individual) cease on the death of that member or cease upon that person ceasing to be a director of the Company

2 3 A member who is a representative of an Organisation shall cease to be a member if that Organisation shall notify the Company in writing that it no longer wishes that member to act as its representative and shall cease to be a member automatically if he shall cease to be a duly elected member or employee of such Organisation. That Organisation may then nominate a different person as a member pursuant to Article 2 1
A member shall cease to be a Member of the Company forthwith in any of the following cases

On giving not less than 2 months written notice of resignation to the Company, or

On the occurrence of any of the events referred to in article 2 2 above

If such a member shall become of unsound mind, or

Unless otherwise agreed by the Board if such a Member (or duly authorised representative) shall have not attended 3 consecutive meetings of the Members of the Company, or

If the Members (whether acting on the Board's recommendation or otherwise) so determine by ordinary resolution of Members, but provided that the requirements of natural justice shall be respected and a member shall be entitled to be heard in its own defence by the Board and the Members

The Register shall be kept by the Company at the Office and shall contain the names and addresses of all the Members together with such other particulars as may be required by the Acts

GENERAL MEETINGS

The Directors may call general meetings as they think fit, and, on the requisition of any member shall forthwith proceed to convene an extraordinary general meeting for a date which is in any case not later than seven weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting

NOTICE OF GENERAL MEETINGS

An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 14 clear days’ notice. All other extraordinary general meetings shall be called by at least 14 clear days’ notice but a general meeting may be called by shorter notice if it is so agreed

in the case of an annual general meeting, by all the members entitled to attend and vote, and
in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

Subject to Article 4.3 below, the notice shall be given to all the members duly registered the Directors and secretary of the company and auditors for the time being of the Company and other professional advisers to the company

Observers may be permitted by the Board to attend General Meetings but shall not be counted for the purposes of determining the necessary quorum

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

Subject to Article 18 below, on a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote

Decisions at General Meetings shall be made by passing resolutions

If the Act requires a Special or Extraordinary Resolution (for example to change these Articles) it must be passed by a majority of not less than three-fourths of votes cast at a General Meeting

(a) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting

A member may only appoint a director, who is willing so to act, to be his proxy. A person who is not a director may not act as a proxy

No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, shall constitute a quorum, but if and so long as the Company has only less than five members the quorum for a
General Meeting shall be the exact number of members (or, if relevant, the sole member) then in existence

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present then those that attend shall constitute a quorum.

The Chair, if any, of the Directors or in his/her absence the Deputy Chair shall preside as Chair of the meeting, but if neither the Chair nor the Deputy Chair be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair and, if there is only one Director present and willing to act, he/she shall be Chair. If there are no Directors present and/or not willing to act, then the Members shall elect one of their number as Chair of the meeting.

The Chair may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.

by the Chair, or

by at least two persons having the right to vote at the meeting, or

by a person or persons 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 is duly demanded a declaration by the Chair 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 minutes of the meeting shall be
conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she may have.

A poll demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days’ notice shall be given specifying the time and place at which the poll is to be taken.

A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he/she was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

If at any meeting of the members (or on any written resolution of the members), the members present (or who sign) who are Local Government Representatives are together able to exercise 20% or more of the total votes, the members who are present (or who sign) who are not Local Government Representatives shall be deemed to have such...
additional votes (split equally between them) as will ensure that the proportion of total votes able to be cast by all such Local Government Representatives is less than 20% For the purposes of this Article 18 a Local Government Representative shall mean a member who is, or who represents a local authority within the meaning of s69 Local Government and Housing Act 1989

19 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive

DIRECTORS

20 Unless otherwise determined by ordinary resolution, there shall be at least one director but there shall be no maximum number of directors.

21 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided subsequently in the Articles.

22 1 The Board of Directors shall be made up as follows:

22 1 1 The Chair, who will be selected from the private enterprise sector,

22 1 2 two directors nominated from time to time by Northamptonshire County Council,

22 1 3 one director nominated from time to time by the University of Northampton,

22 1 4 three directors representing the Borough and District Councils of Northamptonshire, agreed and nominated by the Leaders of such Councils, who shall each serve for a term of two years. Upon expiry of this term any such director shall retire and the Leaders Board shall nominate a representative for a further term of two years,

22 1 5 up to twelve directors representing the private enterprise sector from time to time appointed by the Board,

22 1 6 one director representing the voluntary and community sector nominated from time to time by the Board (or such other representative of the voluntary and/or community sector as the Board shall from time to time approve),
22.1.7 one director representing the Further Education sector nominated from time to time by the Board (or such other representative of the Further Education as the Board shall from time to time approve)

22.1.8 such other executives who provide services to the Company or who are employed by the Company and whom the Board approve of as being directors

22.2 Non-executive directors shall serve for terms of three years (with the exception of the three directors appointed pursuant to article 22.1) and during the first three years from 30 April 2011, some non-executive directors (as chosen by the Board) shall serve for less than three years in order to facilitate the efficient rotation of directors in future years.

22.3 Every non-executive director shall, as a condition of their holding office, agree to be a member of the Company in accordance with Article 2.

23 Any Organisation which has the right to appoint a Director under Article 22 may also remove or replace that Director at any time by written notice to the Company. Any Director appointed under Article 22 may be removed by resolution of the Directors.

APPOINTMENT AND REMOVAL OF CHAIR

24 The Chairman shall be appointed by the Board and shall be a director from those directors who represent the private enterprise Sector. The Chairman shall be selected in a fair and open manner. The Chair's appointment shall be reviewed by the board every three years. The Chairman will be entitled to appoint one of the private enterprise Sector directors to act as his Deputy Chair and from time to time to replace that person with another private enterprise Sector director to act as Deputy Chair. The Chair or Deputy Chair may be removed by the Board at any time. The Chair or Deputy Chair shall give three months' notice if he/she wishes to resign as Chair. The Chair shall preside at every meeting of Directors at which he/she is present but in the absence of the Chair, the Deputy Chair will be appointed to be the chair of the meeting.

APPOINTMENT AND RETIREMENT OF DIRECTORS REQUIRED TO RETIRE BY ROTATION

25 One quarter of the Directors who are subject to retirement by rotation or, if their number is not four or a multiple of four, the number nearest to one quarter shall retire from office at the next annual general meeting following the second anniversary of the date incorporation of the Company, but, if there is only one Director who is subject to retirement by rotation, he shall retire.
Subject to the provisions of the Acts the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall unless they otherwise agree amongst themselves be determined by lot.

If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless he is recommended by the directors, or

not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would if he were so appointed, be required to be included in the Company's register of directors.

Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining
the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

25.9 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

POWERS OF DIRECTORS

26 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

27 The Board of Directors shall restrict the borrowings of the Company so as to secure that the aggregate amount outstanding of all borrowings at any time does not exceed the amount of the annual grant which the Secretary of State may from time to time agree to pay to the Company under the terms of the Financial Memorandum together with the value of such other sums as may be provided by way of funding from Organisations and other providers of funding to the Company or such higher amount as may be approved in writing by the Secretary of State.

28 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his/her powers.

REMOVAL OF DIRECTORS

29 A Director shall cease to hold office if he/she ceases to be a Director by virtue of any provision in the Act (or any statutory re-enactment or modification of that provision), or is otherwise prohibited by law from being a Director,

29.1 becomes bankrupt or makes any arrangement or composition with his creditors generally,
becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,

resigns his office by 2 months written notice to the Company,

is absent without the permission of the Directors from 3 consecutive Board meetings and the Directors resolve that his office be vacated,

represents an Organisation and

that Organisation ceases to be an Organisation, or

shall cease to represent or be employed by or be an officer or trustee of that Organisation, or

that Organisation shall notify the Company in writing that it does not wish him/her to represent it on the board of directors of the Company,

is removed pursuant to Article 23,

shall cease to be a member of the Company,

shall not become a member of the Company within 3 months of being appointed a non-executive director

DIRECTORS REMUNERATION AND EXPENSES

The Directors shall be entitled to be paid all reasonable out-of-pocket expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties, but shall receive no other remuneration from the Company PROVIDED THAT any Director who performs an executive function shall be entitled to receive such remuneration as is approved by the Board from time to time

The Chair can receive remuneration for undertaking the role in line with the job description as agreed by the Board. The agreement to payment, and the specific amount will be agreed by the Board on an annual basis

DIRECTORS APPOINTMENTS AND INTERESTS

Subject to the provisions of the Act the Directors may delegate any of their powers to one or more of their number and may appoint one or more of their number to any unremunerated or remunerated executive office under the Company. Any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he/she ceases to be a Director.
32 No Director is entitled to be present and shall not vote when his or her terms of service are being discussed but Directors may vote upon benefits which are provided jointly for all Directors including the provision of pensions and insurance.

33 Any Director (or any firm or company of which the Director is a member or employee) may enter into a contract with the Company to supply goods or services outside the scope of the ordinary duties of the Director in return for a payment or other material benefit but only if
33 1 the goods or services are actually required by the Company,
33 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 34

34 Whenever a Director has an interest whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must declare an interest at or before discussion begins on the matter,
34 1 withdraw from the meeting for that item unless expressly invited to remain in order to provide information,
34 3 not to be counted in the quorum for that part of the meeting,
34 4 withdraw during the vote and have no vote on the matter

35 The Directors shall cause to be maintained a register of each Director's outside interests. Each Director shall maintain in such register up to date details of his outside interests from time to time. At least once per year, the Board of Directors shall review the register with each Director in order to maintain its accuracy.

**PROCEEDINGS OF DIRECTORS**

36 The Board may, by invitation, permit Observers to attend meetings of the Board of Directors as observers only and not as a member of the Board of Directors. If the Board of Directors request the Observers to withdraw from any meeting because an item which is confidential to the Board is to be discussed, the Observers shall leave the meeting for the period of such confidential discussions.

37 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Subject to Article 42 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

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The quorum for the transaction of the business of the Directors shall be five of the Directors from time to time. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies.

All acts done by a meeting of Directors, or of a committee of Directors or by a person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Directors or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

Unless otherwise restricted by these Articles all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting.

If at any meeting of the Directors (or on any written resolution of the Directors), the Directors present (or who sign) who are Local Government Directors are together able to exercise 20% or more of the total votes, the Directors who are present (or who sign) who are not Local Government Directors shall be deemed to have such additional votes (split equally between them) as will ensure that the proportion of total votes able to be cast by all such Local Government Directors is less than 20%. For the purposes of this Article 42 a Local Government Directors shall mean a member who is, or who represents a local authority within the meaning of s69 Local Government and Housing Act 1989.

SECRETARY

Subject to the provisions of the Act, 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.
MINUTES

44  The Directors shall keep minutes in books kept for the purpose
44 1 of all appointments of officers made by the Directors, and
44 2 of all proceedings at meetings of the Company and of the Directors and of committees of
Directors including the names of the Directors present at each such meeting

THE SEAL

45  The Seal shall only be used by the authority of the Directors or of a committee of
Directors authorised by the Directors. The Directors may determine who shall sign any
instrument to which the Seal is affixed and unless otherwise so determined it shall be
signed by a Director and by the Secretary or by a second Director

ACCOUNTS

46  Accounts shall be prepared in accordance with the provisions of Part VII of the Act

NOTICES

47  Any notice to be given to or by any person pursuant to the Articles shall be in writing
except that a notice calling a meeting of the Directors need not be in writing

48  The Company may give any notice to a member either personally or by sending it by
post in a prepaid envelope addressed to the member at his registered address or by
leaving it at that address. A member whose registered address is not within the United
Kingdom and who gives to the company an address within the United Kingdom at which
notices may be given to him/her shall be entitled to have notices given to him/her at that
address, but otherwise no such member shall be entitled to receive any notice from the
Company

49  A member present in person at any meeting of the Company shall be deemed to have
received notice of the meeting and, where necessary, of the purposes for which it was
called

50  Proof that an envelope containing a notice was properly addressed, prepaid and posted
shall be conclusive evidence that the notice was given. A notice shall be deemed to be
given at the expiration of 48 hours after the envelope containing it was posted

51  Documents required by the Articles to be delivered to or by the Company may be
delivered electronically or by any other data transmission process. Such documents
include but are not limited to notices of meetings and annual reports and accounts. The
Directors may decide which documents may be delivered electronically and may make
rules to regulate electronic delivery and no documents will be sent electronically without the consent of the recipient

INDEMNITY

52 Subject to the provisions of the Act, but without prejudice to any indemnity to which he/she may otherwise be entitled, every Director, Secretary, auditor or other officer or employee of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities which he/she may sustain or incur in or about the execution of his/her duties or the exercise of his/her powers or otherwise in relation thereto including, without prejudice to the generality of the foregoing, any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/her as an officer or employee of the Company in which judgment is given in his/her favour or in which he/she is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his/her part or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

53 The Directors may exercise all the powers of the Company to purchase and maintain for any Director, auditor or other officer (including former Directors and other officers) or any other person insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against.

54 No director who has been appointed to the Board by any Organisation to represent the interests of such Organisation shall be taken to be in breach of his fiduciary duty to act in the best interests of the Company by reason only that, in the performance of his duties and in the exercise of his powers, he has regard to the interests and the acts upon the wishes of such Organisation, unless no honest or reasonable director could form the view that in doing so, such director was also promoting the interests of the Company as a whole.

APPLICATION OF SURPLUS

55 Clause 5 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles. Any surplus of the Company shall be applied as follows, in such proportion and in such manner as may be decided by a General meeting:

(a) to creating a general reserve for the continuation and development of the Company,

(b) to making payments for charitable purposes in furtherance of the objects of the Company.
56 The Company in general meeting or the Board may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board and sub-committees. No regulation shall be made which is inconsistent with these articles or the act. All members of the Company and the Board shall be bound by such regulations whether or not they have received a copy of them.
COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
Northamptonshire Enterprise Partnership

Adopted by Written Resolution on 18 June 2014

HOWES PERCIVAL LLP
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