

2885596

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
SOLIHULL BUSINESS PARTNERSHIP

1. The Company's name is "SOLIHULL BUSINESS PARTNERSHIP".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

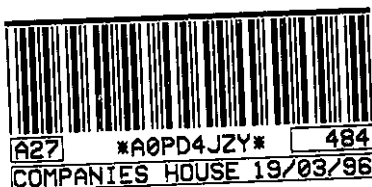
(a) To provide a variety of services to businesses including without limitation to advise on the setting up and running of businesses, to advise on the availability of grants, to second staff to businesses with a view to providing advice and assistance in relation to the setting up and running of businesses; to provide consultancy services to businesses in connection with all aspects of running a business including without limitation general business financial and technical advice; to organise and hold lectures courses and seminars, prepare publish and distribute leaflets booklets and other material in connection with all or any of the foregoing matters; generally to do or procure to be done any matter or thing necessary or ancillary to the foregoing

And it is hereby declared that the objects of the Company as specified above shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph of this Clause or the order in which the same occur or the name of the Company.

(b) In furtherance of the said objects but not further or otherwise the Company shall have the following powers:

(i) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(ii) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.



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(iii) To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of promoting the objects of the Company and for procuring contributions to the funds of the Company.

(iv) To print, publish or otherwise procure the printing and publication of any newspapers, periodicals, books or leaflets and to broadcast, televise or make and show films and video tapes or to procure the broadcasting, televising or the making and showing of films and video tapes in furtherance of the objects of the Company.

(v) 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.

(vi) Generally to adopt such means of advertising and publicising the business or activities of the Company as may seem expedient for the purpose of furthering the objects of the Company.

(vii) To affiliate, support, co-operate, and exchange information with, any individual, firm or Company, public body or local or government authority or other organisation in furtherance of the objects of the Company.

(viii) To apply for, register, purchase, or by any 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 and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(ix) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, company, society, institution or association carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, company, society, institution or association or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm, company, society, institution or association or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(x) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(xi) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(xii) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary, fellow subsidiary or associated company as aforesaid).

(xiii) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), and also by a similar mortgage charge, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(xiv) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(xv) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(xvi) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.

(xvii) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other Company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(xviii) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(xix) To promote any other company, society, institution or association for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking and business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company, society, institution or association as aforesaid.

(xx) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(xxi) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(xxii) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient.

(xxiii) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same.

(xxiv) To support and subscribe to any charitable or public object and any institution, society, or club which may be compatible with the principal objects of the Company; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.

(xxv) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(xxvi) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(2) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The income and profits of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 Company.

5. The liability of the Members is limited.

6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a Member, for the payment of the Company's debts and liabilities 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.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other association, body or bodies (whether corporate or not) or trust having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such association, body or bodies (whether corporate or not) or trust to be determined by the Secretary of State at or before the time of winding-up or dissolution.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

SOLIHULL BUSINESS PARTNERSHIP

(As altered by Special Resolution passed on the 21st day of November 1995)

PRELIMINARY

1. The regulations in Table C in the Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

INTERPRETATION

2. In these Articles:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989.

"the Acts" means the Act and every other Act for the time being in force concerning companies and affecting the Company.

"the Company" means the above named Company.

"the Seal" means the Common Seal of the Company.

"the Secretary" means any person appointed to perform the duties of the secretary of the Company.

"the Directors" means the Board of Directors of the Company.

"Director" means a member of the Board of Directors of the Company or a director as referred to in the Act.

"the Office" means the registered office of the Company.

"the Auditors" means the Auditors for the time being of the Company.

"these presents" means these Articles of Association and the regulations of the Company from time to time in force.

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.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

References to any statute shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force

Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meaning in these presents.

MEMBERS AND MEMBERSHIP

3. The Company is established for the purposes expressed in the Memorandum of Association. There is no upper limit on the number of members.

4. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to the membership shall be members of the Company. The rights of a member shall not be transferable.

5. (a) Every member of the Company other than the subscribers to the Memorandum of Association of the Company shall either sign a written application or consent to become a member or sign the Register of Members on becoming a member

(b) It shall be lawful for any person being a member of the Company to guarantee any larger sum than £1 by executing a bond or subscription contract with the Company to that effect.

6. The Secretary shall keep an accurate Register of Members of the Company.

7. Any member may withdraw from the Company by giving three months' notice in writing to the Secretary of his intention so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

8. The sole right of admission to membership shall be vested in the Directors who may without showing cause refuse to admit any person as a member of the Company but nothing herein contained shall entitle the Directors to discriminate in any way between applicants by reason of race, colour, creed or sex.

9. The Directors may also without showing cause by a resolution passed by a majority consisting of not less than two thirds of the Directors of and at which the member in question has been given reasonable notice and a reasonable opportunity of being heard in his own defence convened solely or inter alia for the purpose of considering such resolution refuse to continue any person as a member of the Company and if such resolution shall be so passed then such person shall cease to be a member and his name shall be removed from the Register of Members; provided that he shall remain liable for and shall pay to the Company all moneys due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.

GENERAL MEETINGS

10. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on requisition in accordance with the Acts. 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 Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it was 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 the business, and shall be given in manner hereinafter mentioned or such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company entitled to receive such notices from the Company.

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

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to vote thereat;
- (b) in the case of any other meeting, by a majority in number of the members having the 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.

14. 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

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, and the Report of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. 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 3 members of the Company present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum.

17. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of a member, 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.

18. The Chairman, if any, of the Directors or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or Vice-Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.

19. 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 the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.

20. 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 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.

21. 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 a show of hands) demanded:

- (a) by the Chairman; or
- (b) by at least two members present in person or by proxy or (being a corporation) by its duly authorised representative; or
- (c) by any member or members present in person or by proxy or (being a corporation) by its duly authorised representative and representing no 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 that effect in the book containing the Minutes of Proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

24. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such a time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

25. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.

26. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by law to be dealt with in general meeting may, if the Directors so resolve, be determined by a postal ballot to be conducted in such manner as the Directors may think fit and any resolution declared by the Directors to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.

VOTES OF MEMBERS

27. On a show of hands, every member present in person or (being a corporation) by its duly authorised representative shall have one vote. On a poll, every member present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote.

28. 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 shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

29. The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Company.

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

31. Any instrument appointing a proxy shall be in such form as the Directors may from time to time specify,

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

33. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

34. Any corporation which is a member of the Company 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 Company, 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 Company.

THE OFFICE OF CHIEF EXECUTIVE OF THE COMPANY

35. The Directors may from time to time appoint a Chief Executive of the Company for such period and on such terms as they think fit and may pay the Chief Executive such reasonable remuneration as the Directors shall think fit and make such reasonable provision for and grant such pension to the Chief Executive after his retirement as the Directors shall also think fit. The Directors shall also have power to provide for the powers, rights and duties of the Chief Executive. The Chief Executive may be appointed a director but if not (save as provided below) shall be entitled to receive notice of and to attend and speak at General Meetings and at meetings of the Directors, but he shall not by virtue only having been admitted to the office of Chief Executive be a member or Director of the Company.

DIRECTORS

36. The number of Directors of the Company shall be not less than three.

37. The Directors shall be able to claim all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee or sub-committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

38. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

39. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by these Articles, required to be exercised by the Company in General Meeting,

subject nevertheless to the provisions of the Acts or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

DISQUALIFICATION OF DIRECTORS

40. The office of Director shall be vacated if the Director:
- (a) without the consent of the Company in General Meeting holds any other office of profit under the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under the Acts; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) ceases to be a Director by virtue of any provisions of the Acts; or
 - (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.
 - (h) is the Chief Executive of the Company and ceases to hold such office.

APPOINTMENT AND RETIREMENT OF DIRECTORS

41. The Directors of the Company shall be appointed as follows:-

41.1 Central England Tec shall be entitled as long as it is a member from time to time to appoint as director(s) of the Company not more than three persons (the "Centec Directors") and to remove from office any such persons so appointed and to appoint any other persons in his or their place. Such appointment or removal shall be by notice in writing to the Company signed by or on behalf of Central England Tec left at our sent by registered or recorded delivery post to the Office of the Company.

41.2 Solihull Metropolitan Borough Council shall be entitled as long as it is a member from time to time to appoint as director(s) of the Company not more than three persons (the "Council Directors") and to remove from office any such persons so appointed and to appoint any other persons in his or their place. Such appointment or removal shall be by notice in writing to the Company signed by or on behalf of Solihull Metropolitan Borough Council left at or sent by registered or recorded delivery post to the Office of the Company.

41.3 Solihull Chamber of Commerce and Industry shall be entitled as long as it is a member from time to time to appoint as director(s) of the Company not more than three persons (the "Chamber Directors") and to remove from office any such persons so appointed and to appoint any other persons in his or their place. Such appointment or removal shall be by notice in

writing to the Company signed by or on behalf of Solihull Chamber of Commerce and Industry left at or sent by registered or recorded delivery post to the Office of the Company.

41.4 In addition to the directors appointed under Articles 41.1, 41.2, and 41.3 above, the Directors shall have power, at any time and from time to time to appoint not more than two persons to be Directors and to appoint any person who has been appointed Chief Executive of the Company to be a director but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these presents.

42. The Directors of the Company shall not be subject to retirement by rotation.

43. The Company may in accordance with and subject to the provisions of the Acts by Ordinary Resolution of which special notice has been given remove any Directors before the expiration of his period of office (notwithstanding anything in these presents or in the agreement between the Company and such Director).

DIRECTORS' INTERESTS

44. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

- (a) may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

45. For the purposes of Article 44:

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent to specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

46. The Directors shall meet together for the despatch of business at least once every three months but may otherwise meet, adjourn and 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.

47. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Directors shall be three and shall as long as there shall be in office a Centec Director a Council Director and a Chamber Director, comprise one Centec Director, one Council Director and one Chamber Director.

48. Notwithstanding Article 47 if the number of directors is reduced below the number fixed by or pursuant to these presents as the necessary quorum of Directors the continuing Directors or Director may act until replacement directors are appointed under the provisions of Article 41.

49. The Directors may elect a permanent Chairman at their meetings and such permanent Chairman shall hold office until the Directors meeting immediately following the Annual General Meeting of the Company and at such meeting the Directors may renew such appointment or elect a new Chairman to hold such office. In the event that the permanent Chairman shall for any reason cease to hold the office of a Director, or resign as Chairman then the Directors may appoint another permanent Chairman to hold such office in accordance with the foregoing. If at any meeting of the Directors the Chairman is not present within five minutes after the time appointed for the holding of the same, the Directors present may choose one of their number to be Chairman of the meeting.

50. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to a Chief Executive of the Company such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and any such delegation may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying. All acts and proceedings of each such sub-committee should be reported back to the Directors as soon as possible.

51. The meetings and proceedings of any such committee or sub-committee as is referred to in the preceding Article shall be governed by the provisions of these presents regulating the meetings and proceedings of the directors so far as the same are applicable and are not superseded by any regulations made by the Directors.

52. 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 or sub-committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Company and of the Directors and of committees and sub-committees of the Directors.

53. All acts bona fide done by any meeting of the Directors or of a committee or sub-committee of the Directors or by any person acting as a Director or as a member of a committee or sub-committee 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 any such person had been duly appointed and was qualified to be a Director or member of a committee or sub-committee.

54. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

55. Save as otherwise provided by these presents a Director shall not vote and if he does so vote his vote shall not be counted 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.

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

56. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

57. The Company may by Ordinary Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these presents prohibiting a Director from voting at a meeting of the Directors or of a committee of Directors.

58. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments 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.

59. If a question arises at a meeting of the 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.

SECRETARY

60. Subject to the provisions of the Acts the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions consistent with Clause 4 of the Memorandum of Association of the Company as they may think fit, and any Secretary so appointed may be removed by them. The Secretary shall be an individual and not a body corporate. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, who shall be an individual and not a body corporate, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. A Director may not be appointed as Secretary.

61. A provision of the Acts or these presents requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

62. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee or sub-committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

63. The Directors shall cause proper accounting records to be kept in accordance with the Acts.

64. The accounting records shall be kept at the Office or subject to the provisions of the Acts at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

65. 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 Company or any of them shall be open to 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 a statute or authorised by the Directors or by the Company in General Meeting or ordered by a court of competent jurisdiction.

66. A proper income and expenditure account shall be made in respect of each financial year of the Company in accordance with the Acts together with a proper balance sheet made up as at the date to which the said account is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto ("the Accounts"). The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Acts and shall not less than twenty-one clear days before the date of the meeting 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.

NOTICES

67. A notice may be given by the Company to any member either personally or by sending it by post to his registered address. When 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 at the expiration of 48 hours after the letter containing the same is posted.

68. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every member and to the Auditors for the time being of the Company.

69. If a member has no registered address for the giving of notice to him, he shall not be entitled to receive any notice from the Company.

INDEMNITY

70. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

DISSOLUTION

71. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles of Association.