

Company Number : 2889740

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

-of-

BUSINESS LINK IN SHROPSHIRE LIMITED



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

-of-

BUSINESS LINK IN SHROPSHIRE LIMITED

1. The Company's name is BUSINESS LINK IN SHROPSHIRE LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (a) To carry on business as an economic development agency and in particular (but not by way of limitation) to act as a co-ordinator, facilitator, manager or provider (directly or indirectly) in the provision of business support services, advice and assistance in all its forms and applications, either acting alone or in conjunction with others and in carrying out this function to initiate, commission, design, develop, encourage, promote and deliver such business support services, advance and assistance.
  - (b) To carry on any other businesses of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - (c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or any other property of the Company.

- (d) To enter into any arrangement with any government or authority (supreme, municipal, local or otherwise) or any corporations, companies or persons, 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, corporation, company or persons, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm or company 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 or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for co-operation, or for limiting competition, or for mutual assistance with any such person firm or company.
- (f) To improve, manage, cultivate, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (h) To lend and advance money or give credit to any person, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons firms or companies.
- (i) To borrow and raise money in any manner, as the Company shall think fit, and in particular by the issue of debentures or debenture stock 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), including its uncalled capital.
- (j) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable instruments.

- (k) To 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, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses 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.
- (l) To subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- (m) To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of the Company, or of undertaking any 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 as aforesaid.
- (n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the company, either together or in portions upon such terms as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same.
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the company through or by means of agents, brokers, sub-contractors or others.
- (p) To remunerate any person, firm or company rendering services to the Company.
- (q) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company.
- (r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees; to remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions

for or make payments to or for the benefit of any persons who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependents of any such persons; to make payments towards insurance; 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 as aforesaid and of their wives, widows, families and dependents.

(s) 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.

(t) (i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object, and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause.

(ii) The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate company.

4. The Income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 the Members of the Company, and no Director appointed pursuant to Article 16 of the Articles of Association of the Company shall be paid by way of salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent the payment in good faith by the Company:-

- (i) of interest on money lent by any Member of the Company at a reasonable and proper rate as determined by the Board of Directors;
- (ii) of reasonable and proper rent for premises demised or let by any Member of the Company;

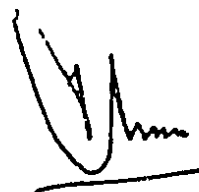
(iii) of reasonable and proper out-of-pocket expenses to any Director.

5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the Company's assets in the event of its being wound up while he is a Member or within one year afterwards for payment of the Company's debts and liabilities contracted before he ceases to be a Member and 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 £1.
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 be paid to or distributed among the Members of the Company pro-rata to their respective shareholdings in accordance with applicable legislation.

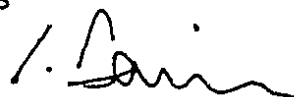
WE, the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

SHROPSHIRE TRAINING AND ENTERPRISE COUNCIL : M.J. LOWE  
2nd Floor, Hazeldine House  
Central Square  
Telford  
Shropshire. TF3 4JJ.

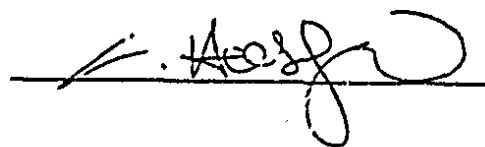


SHROPSHIRE CHAMBER OF INDUSTRY & COMMERCE : I. DAVIES  
Industry House  
Halesfield 20  
Telford  
Shropshire. TF7 4TA.



Dated this 10th day of January 1994

WITNESS to the above signatures :



Name : CLAIRE HOSFORD

Address : 135 MASCINS PLACE

NEWPORT

SHROPSHIRE

Occupation : ACCOUNTANT

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

-of-

BUSINESS LINK IN SHROPSHIRE LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- (b) Regulations 2 to 35 inclusive, 41, 57, 59, 88, 89, 102 to 108 inclusive 110, 114, 116 and 117 in Table A shall not apply to the Company.
- (c) 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 Company.
2. In these Articles "the Act" means the Companies Act 1985 (as amended) but so that any reference in these Articles 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.
3. The Company is established for the purposes expressed in the Memorandum of Association.



## MEMBERSHIP

4. (a) The subscribers to the Memorandum of Association of the Company and such other persons as are subsequently admitted to membership in accordance with these Articles shall be Members of the Company. The subscribers and first Members of the Company are:-
- SHROPSHIRE TEC LIMITED
  - SHROPSHIRE CHAMBER OF INDUSTRY & COMMERCE
  -
- (b) No person shall be admitted as a Member of the Company except with the previous written consent of all the Members.
- (c) 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.
- (d) It shall be lawful for any person being a Member of the Company to guarantee any larger sum than £1 (one pound) by executing a bond or subscription contract with the Company to that effect.
- (e) Membership shall not be transferrable.
5. A Member may at any time withdraw from the Company by giving at least twelve month's notice to the Company 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 his ceasing to be a Member or for which he may become liable under the provisions of the Memorandum of Association.

## GENERAL MEETINGS

6. The Company shall hold a General Meeting every year as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next, provided that so long as the Company holds its first Annual General Meeting within 18 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 Directors shall appoint.

7. The Directors may, whenever they think fit, convene a General Meeting or in default may be convened by requisition as provided by Section 368 of the Act. If at any time there are not within the United Kingdom (Great Britain and Northern Ireland) sufficient Directors capable of acting to form a quorum, any Director or any one Member of the Company may convene a General Meeting.
8. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice in writing 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 at least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting as such to such persons as are, under the Articles of the Company entitled to receive such Notices from the Company. The Notice shall be given to all the Members and to the Auditors. A Meeting of the Company shall, notwithstanding that it is called by a 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 an Annual General Meeting by all the Members entitled to attend and vote thereat; and
  - (b) In the case of any other Meetings by a majority vote in number of the Members having a right to attend and vote at the Meeting being a majority representing not less than 95% of the total voting rights at that Meeting of all the Members.

#### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at any Annual General Meeting, with the exception and the consideration of the Accounts, Balance Sheets and the Reports of the Directors and auditors, the election of Directors and appointment and the fixing of the remuneration of the Auditors.
10. No business shall be transacted at any General Meeting unless a quorum of the Members is present at the time when the Meeting proceeds to business. All the Members present in person or by proxy shall constitute a quorum.
11. If a quorum is not present within fifteen minutes of the appointed time for the meeting, the Members present in person or by proxy, shall be a quorum.
12. Regulation 44 in Table A shall be read and construed as if the words "and at any separate meeting or the holders of any class of shares in the Company" were omitted therefrom.
13. Regulation 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.

14. 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 a General Meeting of the Company shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

15. (a) Subject as hereinafter provided every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
- (b) Regulations 54 and 55 in Table A shall not apply to the Company.
16. Shropshire TEC Limited and Shropshire Chamber of Industry and Commerce Limited shall each be entitled to appoint (and remove) three directors. Shropshire County Council and Wrekin District Council shall each be entitled to appoint (and remove) one director. One further director shall be appointed to represent the remaining District Councils in Shropshire. Such appointment (or removal) shall be made in writing addressed to the Secretary at the registered office of the Company.
17. The Directors, appointed pursuant to Article 16 and acting together, shall be entitled to appoint additional directors upon such terms as they shall determine. Any Executive Director shall not be counted in any quorum and shall have no vote.
18. (a) Regulation 64 in Table A shall not apply to the Company.
- (b) The maximum number of Directors shall be nine. The minimum number of Directors shall be three, each such Director having been appointed by a different Member.
- (c) No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 in Table A shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.
- (d) The words "of any class of shares" shall be omitted from Regulation 83 in Table A.

#### DISQUALIFICATION OF DIRECTORS

19. A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 in Table A shall be modified accordingly.

## PROCEEDINGS OF DIRECTORS

20. Subject to the provisions of these 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. Questions arising at a Meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall not have a second or casting vote.
21. Each Director appointed pursuant to Article 16 shall have one vote and any alternate director shall have one vote. If a Director is absent from a Board Meeting and is not represented by an alternate director, then the Directors who are present and who were appointed by the same Member shall have an aggregate three votes.
22. The quorum for the transaction of the business of the Directors shall be ~~three~~<sup>four</sup>, each such Director (or alternate director) having been appointed by a different Member provided always that if the Directors have been given not less than five working days written notice of the meeting and a quorum of three is not present within fifteen minutes of the appointed time for the meeting, the Directors (and alternate directors) present shall be a quorum.
23. The Directors may appoint one of their number to be the chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
24. At any meeting of the Directors or of any committee of the Directors, subject to disclosing his interest therein, a Director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting. Regulations 94 to 98 (inclusive) in Table A shall be construed accordingly.
25. The Directors shall cause minutes to be made in proper books kept for the purposes:-
- (a) of all appointments of officers made by the Directors; and
  - (b) 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.
26. 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 Great Britain and Northern Ireland and who gives to the Company an address within Great Britain and Northern Ireland at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

27. A Member present either in person or by proxy at any Meeting of the Company shall be deemed to have received notice of the Meeting and where requisite of the purposes for which it was called.

#### BORROWING POWERS

28. Directors may exercise all the powers of the Company to borrow money without restriction and upon such terms and in such manner as they think fit and to grant any mortgage, charge or security over its undertaking and property 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.

#### INDEMNITY

29. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- (c) Regulation 118 in Table A shall not apply to the Company.

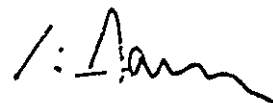
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2nd Floor, Hazeldine House  
Central Square  
Telford  
Shropshire. TF3 4JJ.



SHROPSHIRE CHAMBER OF INDUSTRY & COMMERCE : I. DAVIES  
Industry House  
Halesfield 20  
Telford  
Shropshire. TF7 4TA.



Dated this 10th day of January 1994

WITNESS to the above signatures :



Name :

CLARE HORSFORD

Address :

135 MASON'S PLACE

NEWPORT

SHROPSHIRE

Occupation :

ACCOUNTANT