

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTIONS**

of

**THE YORKSHIRE AND HUMBER SUSTAINABLE FUTURES COMPANY**  
**LIMITED**

Passed the 12th day of May 2005

By a Written Resolution of the above named Company duly passed on the above date, pursuant to section 381A of the Companies Act 1985 the following Resolutions were duly passed as Resolutions of the Company as follows:

**SPECIAL RESOLUTION**

1. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification signed by the sole director be approved and adopted as the Articles of Association of the Company.

**ELECTIVE RESOLUTIONS**

2. THAT pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
3. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
4. THAT pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.



5. THAT pursuant to section 369(4) of the Companies Act 1985, the Company elects that the provisions of section 369(4) of that Act shall have effect in relation to the Company as if, for the reference to 95 per cent contained in paragraphs (a) and (b) of that section, there were substituted reference to 90 per cent or such greater percentage as may subsequently be determined by the Company in general meeting.

For and on behalf of Everdirector Limited



.....  
Authorised Signatory

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE YORKSHIRE & HUMBER SUSTAINABLE FUTURES COMPANY LIMITED**

**1. PRELIMINARY**

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

**2. OPERATIVE CLAUSES**

In these Articles the following expressions have the following meanings unless inconsistent with the context:

<b>“the Act”</b>	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
<b>“Advisory Board”</b>	the advisory board as detailed in Article 14;
<b>“Advisory Board Member”</b>	a member of the Advisory Board;
<b>“these Articles”</b>	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution;
<b>“clear days”</b>	in relation to the period of a notice means that 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;
<b>“the directors”</b>	the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;
<b>“executed”</b>	includes any mode of execution;
<b>“office”</b>	the registered office of the Company;

<b>“seal”</b>	the common seal of the Company (if any);
<b>“secretary”</b>	the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
<b>“the United Kingdom”</b>	Great Britain and Northern Ireland;
<b>“YF”</b>	Yorkshire and Humber Regional Development Agency (known as Yorkshire Forward) (such expression to include any statutory successors);
<b>“YF Director”</b>	the director appointed by YF in accordance with Article 11.4.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

### 3. **MEMBERS**

- 3.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted a member of the Company unless with the approval of YF. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require to be executed by him agreeing to be bound by the Memorandum of Association of the Company and these Articles and being so admitted his name shall be entered in the register of members of the Company.
- 3.2 A member of the Company shall cease to be a member in the event of:
  - 3.2.1 such member's resignation, by the giving of written notice to the Company;
  - 3.2.2 such member's death, or being a corporation, its winding up;
  - 3.2.3 such member's bankruptcy or the making of any arrangement or composition with his creditors, or being a corporation, liquidation;
  - 3.2.4 the retirement or removal of such person as a director;
  - 3.2.5 the passing of an ordinary resolution to remove an existing member by the members provided always that the provisions of this Article 3.2.5 shall not apply to the removal of YF.
- 3.3 Unless otherwise determined by a special resolution, the number of members shall be no more than 20.
- 3.4 Membership shall not be transferable.

#### **4. GENERAL MEETINGS**

- 4.1 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 notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting 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 determine. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.2 The directors may call general meetings.
- 4.3 If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any member 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.

#### **5. NOTICE OF GENERAL MEETINGS**

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed in accordance with section 369(3) of the Act. The notice shall specify the time and place of the meeting and, only in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 5.2 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 profit and loss account, balance sheet, and the reports of the directors and auditors and the appointment of and the fixing of the remuneration of the auditors.
- 5.3 Notwithstanding that the Company does not have a share capital every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

#### **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 Subject to Articles 6.2 and 6.3, no business shall be transacted at any general meeting unless a quorum is present. Save where there is only one member, (in which case a quorum shall be that member present in person or by proxy or by duly authorised representative (where appropriate)) a quorum shall be two members present in person or by proxy or by duly authorised representative (where appropriate) entitled to vote

upon the business to be transacted provided that there shall be no quorum unless YF is present by proxy or by duly authorised representative (as appropriate).

- 6.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed the member or members present in person or by proxy or by duly authorised representative (where appropriate) entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 6.3 Where YF provides notice in writing (deposited at the registered office of the Company or such other place as the members may from time to time agree) that YF does not wish to attend a general meeting whether by proxy or by duly authorised representative (as appropriate), such meeting shall be deemed to be quorate without the attendance of YF.
- 6.4 The chairman of the directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairman of the meeting.
- 6.5 If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairman of the meeting.
- 6.6 A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 6.7 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 which might properly have been transacted at the meeting had the adjournment not taken place.
- 6.8 At any general meeting, a resolution put to the vote of the 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:
- 6.8.1 by the chairman;
  - 6.8.2 by at least 2 members having the right to vote at the meeting; or
  - 6.8.3 by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting,
- and a demand by a person as a proxy or a duly authorised representative for a member shall be the same as a demand by the member.

6.9 Unless a poll is duly demanded a declaration by the chairman 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 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.

6.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote.

## **7. VOTES OF MEMBERS**

7.1 Subject to Article 7.2, on a show of hands every member (being an individual) present in person or by proxy (not being himself a member entitled to vote) or (not being an individual) present by a duly authorised representative or proxy (not being himself a member entitled to vote) shall have one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) shall have one vote.

7.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the form which the directors may approve from time to time.

## **8. NUMBER OF DIRECTORS**

8.1 Unless and until otherwise unanimously agreed by the board the number of directors shall be not less than 2 and not more than 8.

## **9. ALTERNATE DIRECTORS**

9.1 The YF Director may appoint any person willing to act, to be an alternate director and may remove from office any alternate director so appointed by him.

9.2 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

9.3 An alternate director appointed pursuant to Articles 9.1 or 9.2 shall be entitled to receive notices of all meetings of directors and of all meetings of committees of directors of which his appointer is a member, to attend and vote at any such meeting at which his appointer is not present, and generally to perform all the functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director.

## **10. POWERS OF DIRECTORS**

10.1 Subject to the provisions of the Act, the Memorandum of Association and these 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 to the Memorandum of Association or of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had been made or that direction had not been given. The

powers given by this Article 10.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

- 10.2 The board of directors may delegate any of its powers to committees or sub-committees consisting of such director or directors as the board of directors thinks fit, provided that each committee or sub-committee shall include the YF Director (unless YF agrees otherwise) and any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the board of directors. The meetings and proceedings of such committee or sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the board of directors so far as applicable and so far as the same shall not be superseded by any regulations made by the board of directors. Insofar as such power is so delegated, any reference in these Articles to the exercise by the directors of such power shall be read and construed as if it were a reference to such committee or sub-committee.

## **11. APPOINTMENT OF DIRECTORS**

- 11.1 The first directors of the Company shall be Michael Edward Smith and Trevor Shaw (being the first YF Director).
- 11.2 The members may by unanimous consent appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director including the appointment of a director for a fixed term provided that the appointment does not cause the number of directors to exceed any number fixed by these Articles as the maximum number of directors.
- 11.3 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 including the appointment of a director for a fixed term provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors.
- 11.4 YF may from time to time by notice in writing appoint a person to be a director. The director appointed by YF shall hold office and may at any time be removed from office by notice in writing by YF.
- 11.5 Either on a show of hands or on a poll upon a resolution for the removal of a director appointed in accordance with Article 11.4 YF shall have one more vote than the total of the votes of all the other members entitled to attend and vote at a general meeting.
- 11.6 A director appointed by the board of directors pursuant to Article 11.3 or re-appointed at an annual general meeting pursuant to Article 11.7 (for the avoidance of doubt not including directors appointed pursuant to Article 11.4) shall resign from office at the third annual general meeting of the Company to be held following such appointment or re-appointment.
- 11.7 A director resigning from office at an annual general meeting pursuant to Article 11.6 shall be eligible for re-appointment as a director by the Company at that annual general meeting.



## **12. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

12.1 The office of a director shall be vacated if:

12.1.1 he ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director; or

12.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

12.1.3 he is, or may be, suffering from mental disorder and either:

12.1.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

12.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

12.1.4 such director resigns his office by notice to the Company; or

12.1.5 such shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or

12.1.6 the members determine by ordinary resolution that such director shall vacate his office; or

12.1.7 in the case of a director appointed for a fixed term, the end of that fixed term.

## **13. GRATUITIES AND PENSIONS**

The directors may exercise any powers of the Company conferred by its Memorandum of Association to give and provide pensions, annuities, gratuities or any other benefits whatsoever to or for past or present directors or employers (or their dependents) of the Company and the directors shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

## **14. DIRECTORS' EXPENSES**

The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the Company or otherwise in connection with the discharge of their duties.

**15. REMUNERATION**

The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and unless such resolution provides otherwise, the remuneration shall be deemed to accrue from day to day

**16. PROCEEDINGS OF THE DIRECTORS**

- 16.1 The board of directors may meet together for the despatch of business, adjourn and, regulate their meetings 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 any meeting shall be decided by a majority of votes and each director shall have one vote. In case of an equality of votes, the chairman shall not have a second or casting vote.
- 16.2 Subject to Articles 16.5 and 16.6, no business shall be transacted at any board meeting unless a quorum is present. A quorum shall be 2 directors present in person or by alternate director provided that there shall be no quorum unless the YF Director is present. Continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.
- 16.3 If a quorum is not present within half an hour from the time appointed for a board meeting the board meeting 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 board meeting a quorum is not present within half an hour from the time appointed the director or directors present in person or by alternate or (being a corporation) by duly authorised representative shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 16.4 Where the YF Director provides notice in writing (deposited at the registered office of the Company or such other place as the directors may from time to time agree) that the YF Director does not wish to attend a meeting (or appoint an alternate), such meeting shall be deemed to be quorate without the attendance of the YF Director.
- 16.5 Meetings of the board of directors and any committee or sub-committee thereof shall be summoned by not less than four business days' notice served on the directors and in the case of any committee or sub-committee meetings, on the members of such committee or sub-committee. Any such notice must include an agenda of the matters to be discussed at any such meeting and, unless the YF Director present at the relevant meeting so decides, no matter may be discussed or voted on which is not included in any such agenda. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 16.6 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this

manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

16.7 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:

16.7.1 may be a party to or otherwise interested in any transaction or arrangement with the Company or in which the Company is in any way interested;

16.7.2 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Company or in which the Company is in any way interested;

16.7.3 may or any firm or company of which he is a member or director may act in a professional capacity for the Company or any body corporate in which the Company is in any way interested; and

16.7.4 shall not by reason of his office be accountable to the Company for any benefit which he derives from such office, service 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;

16.8 For the purposes of Article 16.7:

16.8.1 a general notice 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 so specified;

16.8.2 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; and

16.8.3 an interest of a person who is for any purpose of the Act (excluding any statutory modification not in force when the Company was incorporated) connected with a director shall be treated as an interest of the director and in relation to an alternate director an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

16.9 Whenever a director has an interest in a matter to be discussed at a meeting of the board of directors (or a committee of the board of directors) the director concerned shall:-

16.9.1 declare such interest at or before discussions begin on the matter;

16.9.2 unless the board of directors resolve otherwise:-

16.9.2.1 withdraw from the meeting for that item;

16.9.2.2 not be counted in the quorum for that part of the meeting;

16.9.2.3 not be entitled to vote on the matter.

16.10 The directors may appoint one of their number to be a chairman of the board of directors and may remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present.

## 17. **ADVISORY BOARD**

17.1 The members may by unanimous agreement establish a committee ("the Advisory Board") to:-

17.1.1 review the Company's objectives and to make recommendations to the board of directors and members concerning the manner and extent to which the Company is meeting such objectives; and

17.1.2 give such other general assistance as from time to time requested by the board of directors and/or the members.

17.2 Membership of the Advisory Board shall be by invitation of either a majority of the members (including YF) or by a resolution of the board of directors ("a relevant resolution") and removal of an Advisory Board Member will be effected by a relevant resolution which will take effect upon lodgement at the registered office of the Company.

17.3 Each Advisory Board Member shall be free to resign immediately upon giving written notice to the Company.

17.4 Meetings for the Advisory Board shall be held not less than once each year and otherwise at such times as the Advisory Board shall agree and the Advisory Board shall otherwise be free to organise its meetings as it sees fit and shall be free to invite any interested third party to speak at its meetings. Resolutions of the Advisory Board shall be passed by a simple majority of those Advisory Board Members present at the meeting.

17.5 The members and/or the board of directors shall not be obliged to comply with or implement any recommendation or findings of the Advisory Board and the Advisory Board shall not have any power or authority to bind the Company or exercise any power of the company.

## 18. **SECRETARY**

Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, such remuneration and upon such conditions as they think fit, and any secretary so appointed may be removed by them, provided always that no director may hold office as secretary where such office is remunerated.

**19. THE SEAL**

If the Company has a seal it shall be used only with the authority of the directors or of a committee of the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.

**20. MINUTES**

20.1 The directors shall cause minutes to be made in books kept for the purposes of:

20.1.1 Recording the names and addresses of all the members;

20.1.2 All appointments of officers made by the directors;

20.1.3 All proceedings at meetings of the Company and of the directors and of committees constituted pursuant to Article 10.2 including the names of directors and members present at each such meeting.

**21. NOTICES**

21.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

21.2 The Company may give notice to a member either personally or by sending it by first class post in a pre paid envelope addressed to the member at his registered address or by leaving it at that address or (if he has no registered address in the United Kingdom) to or at that address, if any, within the United Kingdom supplied by him to the Company for the giving of notices to him, but otherwise no such member shall be entitled to receive any notice from the Company.

21.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.

21.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

**22. WINDING UP**

Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

23. **INDEMNITY**

- 23.1 Subject to the provisions of section 310 of the Act every director (including an alternate director) or other officer 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 lawful 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 144 or section 727 of the Act in which relief is granted to him by the court, and no director (including an alternate 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 lawful execution of the duties of his office or in relation thereto.
- 23.2 The directors shall have power to purchase and maintain for any director, (including an alternate director) officer or auditor of the Company insurance against any such liability as is referred to in section 310 (1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, (including as an alternate director) officer or auditor.
- 23.3 The directors may authorise the directors of companies within the same group of companies as the Company to purchase and maintain insurance at the expense of the Company for the benefit of any director (including an alternate director), other officer or auditor of such company in respect of such liability, loss or expenditure as is referred to in Article 23.1.