

The Companies Act 1985 and 1989
Company Limited by Guarantee and not having
a Share Capital

Articles of Association of
TOWN CENTRE PARTNERSHIP CO. (GREAT YARMOUTH) LTD

INTERPRETATION

1. In these Articles:

- (a) reference to any Act of Parliament includes any statutory modification or re-enactment of it for the time being in force:
- (b) “clear days” in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect:
- (c) unless the context requires otherwise, all words or expressions bear the same meaning as in the Companies Act 1985:
- (d) “local authority” means a body of one of the descriptions listed in section 67(3) Local Government and Housing Act 1989 and includes a group of local authorities as referred to in section 73(2) of that Act:
- (e) “local authority member” means a member which is a local authority as defined above (whether a Nominating member or an Ordinary member):
- (f) “local authority director” means a Director who is an Associate or a Nominated Director appointed by a Nominating member which is a local authority:
- (g) reference to a person includes a corporation, and reference to a corporation includes any firm, public or other authority, board association society or group and “corporate” shall be construed accordingly.

MEMBERS

2. The Company shall consist of Ordinary members and Nominating members.
3. The Ordinary members of the Company shall be:
 - (a) The signatories of the Memorandum of Association;
 - (b) Any person admitted to Ordinary membership by the directors.
4. No one shall be admitted to membership of the Company unless an application for membership has first been delivered to the Company Secretary.
5. An application for membership of the Company must;
 - be in writing;
 - be signed by the applicant.
6. Subject to articles 5 and 7, the Directors may:
 - (1) Invite any firm, corporation or other body supporting the Objects of the Company to be a Nominating member;
 - (2) Define with that invitation the number of Nominated Directors that the Nominating member may appoint;
 - (3) With its consent or at its request reduce the number of Nominated Directors that a Nominating member may appoint or remove Nominating members from membership.
7. The Directors shall not admit to Nominating membership nor define the number of Nominated Directors above the following limits defined by reference to the type of member (as determined by the Directors):

Type of Member	Max. Total Number of Nominated Members and Nominated Directors
Private Bodies	7
Local Authority	3
Total	10

8. Subject to the submission of applications in accordance with article 5 the First Nominating members and the number of Nominated Directors that each may appoint are to be as follows:

Great Yarmouth Borough Council (1)

Norfolk County Council (1)

Total Local Authority (2)

Private Sector Members of the Town Centre Partnership (4)

Total Private Bodies (4)

9. Unless the directors of the Company in general meeting make other provision, the Directors may in their absolute discretion permit any member of the Company to retire, but after that retirement the number of members is not to be less than three, not more than one of whom shall be a Local Authority Member.
10. Membership shall not be transferable and shall cease on death or on the liquidation or dissolution of a corporate member.
11. The Directors may prescribe any annual or other subscriptions or entrance fee payable by members of the Company, provided that the Directors shall have no power to prescribe subscriptions in excess of £7,000.
12. An Ordinary member shall automatically cease to be a member of the Company if:
- (1) Any annual or other subscription or entrance fee has not been paid six months after it has become due;
 - (2) The Directors resolve after giving the member concerned a proper opportunity to be heard, that it is not in the interests of the Company that membership should continue.
13. No refund shall be made of any annual or other subscription or entrance fee on the termination of membership for any reason.
14. Any member which is a corporation shall be entitled to act through a duly authorised representative who has been previously notified to the Company.

GENERAL MEETINGS

15. The Company shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in notices calling it. Not more than fifteen months shall elapse between one annual general meeting of the Company and the next. The annual general meeting shall be held at such times and places as the Directors shall appoint.
16. So long as the Company holds its first annual general meeting within eighteen months of incorporation it need not hold it in the year of incorporation or in the following year.
17. All general meetings other than annual general meetings shall be called extraordinary general meetings.
18. The Directors may call general meetings. On the requisition of members under the Companies Act 1985, the Directors shall forthwith convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director of any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

19. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other general meetings shall be called by at least fourteen clear days' notice.
20. A general meeting may be called by shorter notice if it is so agreed:
 - (1) In the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) In the case of any other meeting by a majority of not less than 95% of the total votes of members entitled to attend and vote at the meeting.
21. The notice of any general meeting shall be given to all the members and to the Directors and Auditors.
22. The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
23. The accidental omission to give notice of a meeting to any person entitled to receive notice, or in the non-receipt of notice of a meeting by any such person, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any meeting unless a quorum is present. The quorum shall be at least four persons entitled to vote upon the business to be transacted, of whom at least one shall be a duly authorised representative of a local authority member.
25. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
26. The Chairman of the Directors (if any), or in his or her absence some other Director nominated by the Directors, shall preside as Chairman of the meeting. If neither the Chairman nor any such other director is present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Directors present shall elect one of their number to be Chairman, and if there is only, one director present and willing to act, he shall be Chairman.
27. If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.
28. A Nominated Director shall be entitled to attend and speak to any general meeting, even if he is not a member of the Company.
29. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
30. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
31. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is duly demanded before or on the declaration of the result of the show of hands. Subject to the provisions of the Companies Act 1985, a poll may be demanded:
 - (1) By the Chairman; or
 - (2) By at least two members having the right to vote at the meeting; or

- (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.
32. 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 shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
33. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
34. A poll shall be taken as the Chairman directs and the Chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
35. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a second or casting vote.
36. A poll demanded in the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded.
37. The demand for a poll shall not prevent the continuation of a meeting's any other business. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
38. No notice needs to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

39. Subject to Article 14(2), every member shall have one vote.
40. On a show of hands every member who is present in person or by a duly authorised representative shall have one vote.

41. On a poll every member present or represented and in addition every member present by proxy shall have one vote.
42. An instrument appointing a proxy shall be in writing in any form which is usual or in such other form which the Directors may approve, and shall be executed by or on behalf of the appointer.
43. No member shall be entitled to vote at any general meeting unless all money then payable by that member to the Company has been paid.
44. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
45. A vote given or poll demanded by the duly authorised representative of a corporate member shall be valid notwithstanding the previous termination of the authority of that representative unless notice of the termination was received at the Registered Office of the Company at least 2 clear days before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

DIRECTORS

46. The Directors of the Company shall be Ordinary Directors and Nominated Directors.
47. The first Directors are named in the statement delivered pursuant to section 19(2) of the Companies Act 1985, and shall be deemed to have been appointed under these Articles. Future Directors shall be appointed as provided in these Articles.
48.
 - (1) The number of Directors shall be subject to a minimum of three and a maximum of fourteen (unless decided otherwise by ordinary resolution) and there shall always be a greater number of non-local authority Directors than local authority Directors.
 - (2) If at any time the number of Directors falls below the minimum number specified above the continuing Directors or Director may act only for the purpose of filling vacancies or calling a general meeting.

49. The Nominating member shall give to the Secretary not less than 14 days' written notice of its intention to appoint a person as a Nominated Director, and the appointment shall take effect at the expiration of that period of notice (or at a later date specified in the notice) and (if appropriate) shall be in replacement of an existing Director nominated by that Nominating member whose appointment will then end.

POWERS OF DIRECTORS

51. The business of the Company shall be managed by the Directors who may exercise all the powers of the Company subject to the provisions of the Companies Act 1985, the Memorandum of Association of the Company and these Articles and to any directions given by special resolution.
52. No alteration of the Memorandum of Association of the Company or these Articles nor any direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration or direction had not been made or given.
53. The powers of the Directors shall not be limited by any special power given to the Directors and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
54. In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under these Articles the Directors shall have the following powers, namely;
- (1) To expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects of the Company and to invest all or any of those funds in the name of the Company as they see fit and to direct the sale or transfer of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Company;
 - (2) To enter into contract on behalf of the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 55.
- (1) Nominating members may appoint or remove nominating Directors subject to the provisions of Articles 6 and 8.
 - (2) If a nominating member ceases to be a member of the Company, the Director and any alternate Director appointed by that member shall automatically retire.

- (3) At the first annual general meeting all Ordinary Directors shall retire from office.
 - (4) At every subsequent annual general meeting one-third of Ordinary Directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one Ordinary Director who is subject to retirement, he or she shall retire.
56. The Ordinary Directors to retire under Article 55(2) shall be those who have been longest in office since their last appointment or reappointment. As between persons who became or were last reappointed Ordinary Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
57. If the Company at the meeting at which an Ordinary Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Ordinary Director is put to the meeting and lost.
58. No person other than an Ordinary Director retiring by rotation shall be appointed or reappointed as an Ordinary Director at any general meeting unless:
 - (1) That person is recommended by the Directors; or
 - (2) Not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, a member qualified to vote at the meeting has given notice to the Company of the intention to propose that person for appointment or reappointment together with signed notice executed by that person of his or her willingness to be appointed or reappointed.
59. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to everyone entitled to receive notice of the meeting of:
 - (1) Any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment at the meeting; and
 - (2) Any person in respect of whom notice of intention to propose has been duly given under Article 58(2).

60. Any notice under Article 58(2) or 59 relating to the appointment (but not the reappointment) of a Director must state that particulars which would be required to be included in the Company's Register of Directors if the person concerned were appointed or reappointed as a Director.
61. The Company (by ordinary resolution) or the Directors may appoint a person who is willing to act to be an Ordinary Director either to fill a vacancy or as an additional Ordinary Director provided that the appointment does not cause the number of Ordinary Directors to exceed any maximum number fixed in accordance with these Articles. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.
62. Any Ordinary Director who retires at an annual general meeting may, if willing to act, be reappointed. If not reappointed at such annual general meeting, the Director shall vacate office at the conclusion of the meeting.

ALTERNATE DIRECTORS

63.
 - (1) Any nominating member may appoint any person to be an alternate Director and may remove from office an alternate Director so appointed by that nominating member.
 - (2) An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of Committees of Directors of which his appointor's Director is a member, to attend and vote at any such meeting at which such Director is not personally present, and generally to perform all the functions of his appointor's Director 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. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom.
 - (3) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a nominating member.
 - (4) Any appointment or removal of an alternate Director shall be by notice to the Company signed on behalf of the nominating member making or revoking the appointment or in any other manner approved by the Directors.
 - (5) Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the nominating member appointing him.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

64. No person shall act as a Director who;
- (1) Is under the age of 18;
 - (2) Is incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
 - (3) Is prohibited by law from being a Director;
 - (4) Is bankrupt or makes any arrangement or composition with his or her creditors.
65. A Director shall cease to hold office who;
- (1) Becomes disqualified under Article 63;
 - (2) Becomes a local authority associated person, associated with a local authority other than the two Councils specified;
 - (3) Resigns office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
 - (4) Is subject to a resolution to this effect after being absent without the permission of the Directors from all their meetings held within a period of six months;
 - (5) Ceases to be a Director by virtue of Article 55(2).

DIRECTORS' EXPENSES

66. The Directors may be paid all reasonable 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 or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

DIRECTORS' APPOINTMENTS

66. Subject to the provision of the Companies Act 1985 and to Clause 7 of the Memorandum of Association, the Directors may appoint one or more of their number to any unremunerated executive office of the Company upon such terms as they may decide. Any appointment of a Director to an executive office shall terminate if that person ceases to be a Director.

67. Except to the extent permitted by Clause 7 of the Memorandum of Association of the Company, no Director shall take or hold any interest in the property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any other contract to which the Company is a party.

PROCEEDINGS OF DIRECTORS

68. 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.
69. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
70. The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than three persons entitled to vote upon the business to be transacted, of whom at least one shall be a duly authorised representative of a local authority member.
71. The 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, the continuing Directors or Director may act only for the purpose of filling vacancies or calling a general meeting.
72. The Directors may appoint one of their number to be the Chairman of their meetings and may at any time terminate that appointment. Unless unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. 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.
73. Questions arising at a meeting of the Directors 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.
74. The Directors may appoint one or more Committees to perform any function or duty which in their opinion would be more conveniently undertaken or carried out by a Committee. All acts and proceedings of any such Committee shall be fully and promptly reported to the Directors.

75. All acts done by a meeting of Directors, or of a Committee of Directors, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote, even if it is afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote.
76. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a Committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

SECRETARY

77. Subject to the provisions of the Companies Act 1985, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

78. The Directors shall keep minutes in books kept for the purpose;
- (1) Of all appointments of officers made by the Directors; and
 - (2) Of all proceedings at meetings of the Company and of the Directors and Committees of Directors present at each such meeting.

EXECUTION OF DEEDS

79. The Common Seal of the Company shall only be used by the authority of the Directors or of a Committee of Directors authorised by the Directors.
80. The Directors may decide who shall sign any instrument to which the Common Seal of the Company is affixed or who shall otherwise execute any deed on behalf of the Company and unless decided otherwise the instrument shall be signed by one Director and by the Secretary or by a second Director.
81. No member shall (as such) have any right to inspect the accounting records or any other records of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

NOTICES

82. Any notice to be given to or by any person under these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
83. 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 or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given shall be entitled to have notices given at that address, but otherwise no such members shall be entitled to receive any notice from the Company.
84. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
85. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

86. Subject to the provision of the Companies Act 1985, every Director or other officer or auditor of the company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

87. The Directors may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:
 - (1) The admission and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated;

- (2) Ethical standards to be observed by Directors and officers of the Company on Company business;
 - (3) The conduct of members of the Company in relation to one another and to the Company's employees;
 - (4) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes;
 - (5) The procedure at general meetings and meetings of the Directors and Committees of the Directors in so far as such procedure is not regulated by these Articles;
 - (6) Generally, all such matters as are commonly the subject matter of company rules.
88. The Company in general meeting shall have power to alter, add to or repeal the rules and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.
89. No rule made under Article 88 shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles.
90. The Company shall provide indemnity insurance to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty in relation to the Company: Provided that no such insurance shall not extend to any claim arising from any act or omission which the Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Directors or any of them in their capacity as Directors of the Company.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: