

THE COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

OF

**KENT INVICTA CHAMBER OF COMMERCE, INDUSTRY
AND ENTERPRISE LIMITED
(Registered No. 2794615)**

Adopted by Special Resolution dated 29th July 1999

**Name change by Special Resolution dated 29th July 1999
from Ashford Business Centre Limited**

Name change by Special Resolution dated 14th October 2005

Amended by Special Resolution dated 20th October 2006

Amended by Special Resolution dated 25th October 2010

Amended by Special Resolution dated 26th October 2012

1. The name of the Company is "Kent Invicta Chamber of Commerce, Industry and Enterprise Limited".
2. The registered office of the Company will be situate in England.

THE COMPANIES ACTS 1985 TO 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

**KENT INVICTA CHAMBER OF COMMERCE, INDUSTRY
AND ENTERPRISE LIMITED
(Registered Number 2794615)**

Adopted by Special Resolution dated 29th July 1999

Name change by Special Resolution dated 29th July 1999

Amended by Special Resolution dated 26th October 2000

Re-amended by Special Resolution dated 14th October 2005

Name change by Special Resolution dated 14th October 2005

Amended by Special Resolution dated 16th October 2006

Amended by Special Resolution dated 25th October 2010

PRELIMINARY

1. As the context so admits or requires the regulations in The Companies (Table A to F) Regulation 1985 (but excluding those in Table C) shall apply to the Company. In the event of conflict the express provisions of these Articles shall prevail

INTERPRETATION

2. In these Articles:
 - 2.1 the following words and phrases shall bear the meanings respectively assigned thereto:-
 - 2.1.1 **"the Act"** means the Company Act 1985
 - 2.1.2 **"the Acts"** means the Act and every other Act for the time being in force concerning companies and affecting the Company.
 - 2.1.3 **"Adoption Date"** means the date of unconditional adoption of these Articles of Association.

- 2.1.4 **"the Auditors"** means the auditors for the time being of the Company.
- 2.1.5 **"the Board"** means the Board of Directors of the Company.
- 2.1.6 **"the Chief Executive"** means the person appointed as Chief Executive of the Company for time to time
- 2.1.7 **"the Company"** means the above named Company.
- 2.1.8 **"Director"** means a member of the Board of Directors of the Company or a director as referred to in the Act
- 2.1.9 **"Eligible Person"** means any person who satisfies the criteria for appointment as a Director set out in these Articles of Association and the Acts and who is a Member or is employed by a Member.
- 2.1.10 **"Members"** means members of the Company other than Honorary Members and Associate Members.
- 2.1.11 **"Membership"** means a membership of the Company.
- 2.1.12 **"the Office"** means the registered office of the Company.
- 2.1.13 **"the President"** means any person appointed to perform the duties of President of the Company.
- 2.1.14 **"the Seal"** means the Common Seal of the Company
- 2.1.15 **"the Secretary"** means any person appointed to perform the duties of the secretary of the Company.
- 2.1.16 **"these presents"** means these Articles of Association and the Memorandum and bye-laws of the Company from time in force.
- 2.2 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.
- 2.3 Words denoting the singular number only shall include the plural number and vice versa.
- 2.4 Word denoting the masculine gender shall include the feminine gender.
- 2.5 References to any statute shall be construed as referring to that statute and any re-enactment thereof for the time being in force.
- 2.6 Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these presents.

- 2.7 References to an "organisation" shall be deemed to include (as the context so admits or requires) any company, firm, partnership or other non-natural legal entity.

OBJECTS

3. The objects for which the Company is established are to promote and protect the trade, commerce, industry and professional interests and to increase prosperity and employment opportunities by creating a favourable environment for new and existing business ventures in the Boroughs of Ashford and Maidstone, the City Council area of Canterbury, the area of West Kent and elsewhere in the County of Kent (hereinafter referred to as "the Area") and for this purpose:
- (a) To promote contact and associations between governmental agencies, local authorities, voluntary organisations, trade unions, employers, professions and the inhabitants of the Area;
 - (b) To create, provide and support facilities for employment;
 - (c) To create and offer integrated high quality information, advice and practical support to businesses, including through organisations which are co-located or share a common strategy, for the benefit of the business community within the Area, and to enable such business community to access the full range of business support services through a single point within the Area;
 - (d) To make available independent expert advice and practical assistance including counselling, consultancy support, business information services, business skills training, technology transfer and innovation;
 - (e) To help make available material resources in the form of buildings, land, materials, plant or machinery required to enable or assist any such individual, company, firm, undertaking, partnership, co-operative or other group to establish a new business or enterprise or to expand an existing business or enterprise within the Area and to make such resources available on a commercial, gratuitous or subsidised basis as shall be considered appropriate;
 - (f) To promote, encourage, sponsor, organise and assist any individual, company, firm, undertaking, partnership, co-operative or other group to examine the feasibility of, or to undertake on an experimental basis, any enterprise or project;
 - (g) To collect and disseminate statistical and other information relating to trade, commerce, shipping and industry;
 - (h) To promote, support or oppose legislative or other measures affecting trade, commerce, industry and professional interests;
 - (i) To undertake by arbitration the settlement of disputes arising out of professional and commercial transactions;
 - (j) To improve and extend the technical and general knowledge of persons engaged in trades and businesses or in the employment, manual or otherwise,

in connection therewith; to provide for the delivery of lectures, the publication or dissemination of literature and the holding of classes on such terms as may be thought fit;

- (k) To deal with transport undertakings in respect of the transit of goods and charges and facilities generally and to assist Members in regard to taxation and rating matters both local and national;
- (l) To procure information for Members as to the standing and responsibility of persons with whom they propose to transact or are transacting business and any other information which may be useful to them in the conduct of their business or otherwise;
- (m) To protect Members against persons whose characters and circumstances render them unworthy of mercantile credit;
- (n) To facilitate the prompt and economic realisation of the estates of bankrupts and of persons making or seeking to make arrangements or compositions with their creditors;
- (o) To enter into arrangements for providing Members with legal advice and assistance on all matters connected with trading operations, assessment and rating of business premises and otherwise on suitable terms and conditions; and
- (p) To seek accreditation from the Association of British Chambers of Commerce as a core Chamber.

And the Company shall have the following powers exercisable in furtherance of the said objects but not otherwise namely:-

- (a) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the objects of the Company;
- (b) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the objects of the Company;
- (c) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (d) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- (e) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company;
- (f) To borrow or raise or secure the payment of money in such manner as the Company may think fit;
- (g) To invest the money of the Company not immediately required in such manner as may from time to time be thought fit;
- (h) To lend and advance money or give credit to any person or company; to

guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of money lent or advanced to or the liabilities incurred by any person or company; and otherwise to assist any person or company;

- (i) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Company;
- (j) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4 The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound.

6. The income and property 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.

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

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any appropriate service rendered to the Company;
- (b) of interest on money lent by any member of the Company or of its Board of Directors at a reasonable and proper rate;
- (c) of reasonable and proper rent for premises demised or let by any member of its Board of Directors and;
- (d) to any member of its Board of Directors of out-of-pocket expenses.

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 at the discretion of the Directors, be disposed of either:-

- (a) by disposal or transfer to some other body or bodies having objects which provide benefits to the District 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 virtue of Clause 6 hereof, such body or bodies to be determined by the members of the Company at or before the time of dissolution; or
- (b) if and so far as effect cannot be given to such provisions, then to some other body or bodies the objects of which are 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 6 hereof.

HONORARY AND ASSOCIATED MEMBERS

8. The Board may from time to time admit distinguished persons to be Honorary Members of the Company on such terms as it thinks fit.
9. The Board may from time to time admit incorporated and unincorporated associations interested in the work of the Company and having objects similar to those of the Company to be Associated Members of the Company on such terms as it thinks fit.
10. Neither Honorary Members nor Associated Members shall be entitled to vote at any general meeting of the Company but otherwise shall have all the rights and privileges of Members.
11. For the purposes of registration the number of Members is declared to be unlimited.
12. Such persons (meeting the criteria for Membership referred to below) as the Board shall admit to Membership shall be the Members of the Company. The persons eligible for admission as Members are: persons (being persons engaged in or deriving an income from trade, industry or commerce and excluding those who in the opinion of the Board are so engaged in a purely minor or incidental manner), firms, corporations, companies, and organisations carrying on business as manufacturers, merchants, bankers, members of professions, officers of Trade Unions, local authorities, charities, voluntary organisations, public sector organisations, schools, colleges and universities or other organisations engaged in trade, agriculture, commerce or industry.
13. 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.
14. The Company shall keep a Register of Members of the Company.

ADMISSION OF MEMBERS

15. 15.1 Unless waived by the Board in any particular case and for such period as the

Board shall determine, application for Membership shall be made in writing in such form as may be required from time to time by the Board and shall constitute acceptance of and an undertaking to be bound, if accepted, by the Memorandum and Articles of Association. Applications shall be reported to the Board or a committee of the Board which shall be empowered to accept, defer, decline or ratify applications on a majority vote. The Board may authorise the Chief Executive to accept or decline applications for Membership on its behalf.

15.2 Acceptance of an application together with payment of the subscription shall constitute Membership. The Board need not give a reason for declining to accept a potential Member but nothing herein contained shall entitle the Board to discriminate in any way between applicants by reason of race, colour, creed or sex.

SUBSCRIPTION

16. The annual subscriptions payable by Members shall be such sums as may, from time to time, be determined by the Board and shall become due and payable in each year on the first day of the month in which application was made or on such other date or dates as may be determined by the Board.

RIGHTS OF MEMBERSHIP

17. Members paying their subscriptions shall be entitled to vote at a General Meeting of the Company. Subject to any Bye-Laws for the time being in force only the nominated representative of an organisation shall be entitled to exercise the rights of Membership on behalf of an organisation. The Chairman of any General Meeting of the Company shall have discretionary power to demand the production of an authority of the said nominated representative to exercise the said rights.

NON-PAYMENT OF SUBSCRIPTIONS

18. No Member whose subscription is in arrears shall be entitled to exercise the rights of Membership and unless the Board otherwise determines, any Member whose subscription shall be more than three months in arrears shall *ipso facto* cease to be a Member and his name shall be struck off the Register of Members.

RETIREMENT AND REMOVAL OF MEMBERS

19. 19.1 Any Member wishing to retire from the Company must give written notice to that effect to the Secretary one month at least before the date upon which his

subscription for the following year shall next be due.

19.2 If the Chief Executive considers that the conduct of any Member renders him unfit to be a member of the Company, written notice shall be given to that Member that he will cease to be a member of the Company unless within twenty-one days after the date of such notice he gives notice to the Company that he requires the question of whether or not he should be permitted to continue as a member of the Company to be decided by a committee of the Board comprising the Chairman, a Vice-Chairman and, or, such other person or persons as the Board may appoint from time to time ("the Membership Committee").

19.3 A Member who gives notice under Article 19.2 shall be entitled to attend and speak at a meeting of the Membership Committee to be held not less than seven days and not more than twenty-one days after the date of such notice and until the date of such meeting the Member shall continue to be a member of the Company. The Membership Committee after considering such evidence as it thinks fit (provided that such evidence is made known to the Member concerned before or at the meeting) shall resolve either to remove the Member as a member of the Company or to permit him to remain a member of the Company and shall give notice of that resolution to the Member either at or within seven days after the meeting.

19.4 Any Member who is removed as a member of the Company by a resolution of the Membership Committee shall be entitled by giving to the Secretary written notice within twenty-one days after the date of his removal, to appeal to the next General Meeting of the Company but until such appeal is heard the Member shall not be treated as a member of the Company nor entitled to any of the benefits of Membership.

19.5 A Member shall cease to be a Member if:

19.5.1 he is made bankrupt or, in the case of a corporation, an order is made or a resolution is passed that the Member be wound up;

19.5.2 he is convicted of a criminal offence and sentenced to a term of imprisonment of more than three months (whether or not that sentence is suspended or subject to an appeal);

19.5.3 any debt owed by him to the Company is overdue by more than three months and remains unpaid fourteen days after written notice is given to him by the Chief Executive that failure to pay the debt in full will result in termination of his Membership.

PRESIDENT

20. The Board may nominate an eligible person as President of the Company and such nominated person shall stand for election at the next Annual General Meeting. The elected President, if not already a director of the Company, shall be entitled to attend all meetings of the Board but shall not vote thereat.

GENERAL MEETINGS

21. The Company shall in each year hold an Annual General Meeting. No 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 Board shall appoint.
22. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

23. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by not less than twenty-eight days' notice in writing and all other meetings of the Company shall be called by not less than fourteen days' notice in writing. A notice shall be exclusive of the day on which it is 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 the meeting and, in case of special business, the general nature of that business. All notices shall be given in manner hereinafter mentioned or in 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.

Notwithstanding the foregoing a General Meeting called by shorter notice than prescribed by this Article shall nevertheless be deemed to have been duly called if it is

so agreed:-

- 23.1 in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat;
- 23.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five percent of the total voting rights of all the Members entitled to attend and vote at such meeting.
24. 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 any resolution passed or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. All business transacted at a General Meeting shall be deemed special with the exception in the case of an Annual General Meeting of the consideration of the Accounts, Balance Sheets and the Reports of the Board and the Auditor, election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
26. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten Members shall be a quorum. The Chairman of the Company shall preside as Chairman at every General Meeting of the Company, or if he should not be present within fifteen 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.
27. 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 Members 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 Board may determine. 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.

28. 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 notice of an adjournment or of the business to be transacted at an adjourned meeting.
29. 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 demanded:-
- 29.1 by the Chairman; or
- 29.2 by at least five Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried out or carried unanimously, or by a particular majority, or lost and an entry to the 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.
30. Except as provided in Article 34, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
31. 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.
32. No poll may be demanded on the election of a Chairman of the meeting or on a question of adjournment. A poll demanded on any other question shall be taken at

such time as the Chairman of the meeting directs and any business other than that upon which has been demanded may be proceeded with pending the taking of the poll.

33. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive a notice of any to attend and vote at a General Meeting shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.
34. Any matter or thing which may under these presents be dealt with by Ordinary Resolution and is not required by the law to be dealt with in General Meeting may, if the Board so resolve, be determined by a postal ballot to be conducted in such manner as the Board may think fit and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall take effect in all respects as if it were an Ordinary Resolution duly passed at a meeting of the Company duly convened and held.
35. Save as herein expressly provided, no Member other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on any question, either personally or by proxy, at any General Meeting. Every Member shall have one vote.
36. Votes may be given on a poll either personally or by proxy. On a show of hands any Member present personally or by proxy shall have a vote. An organisation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy for an organisation must be a Member or the duly authorised representative of a Member.
37. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation either under its common seal or under the hand of some officer duly authorised in that behalf.
38. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the registered office of the Company or at such other address as is specified in the notice calling the meeting, not less than forty eight hours before the

time appointed 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 twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

39. 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 the death, insanity or revocation as aforesaid shall have been received at the Office or at such other address as is specified in the notice calling the Meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.
40. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I/We

"of

"a Member of Kent Invicta Chamber of Commerce, Industry and Enterprise Limited

"hereby appoint the Chairman

"of the Company

"and failing him,

"of

"to vote for me/us and on my/our behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the [] day of [] 19 [] and at every adjournment thereof "As witness my/our hand this [] day of []

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

COMPOSITION OF THE BOARD

41. Unless otherwise determined by special resolution of the Company, the Board shall comprise not less than six nor more than sixteen Directors of which:

41.1 not more than eleven shall be 'Eligible Persons' for the purposes of the Company's Articles of Association and elected as provided therein; if on any occasion that elections to the Board are held it shall be apparent on close of the nominations that there are insufficient candidates to fill these categories, then the Board may co-opt such Eligible Persons as it shall think fit to fill any such vacant post but any such co-opted Director shall serve as such only until the close of the Annual General Meeting next following the date of their appointment. The provisions of Article 42 shall not apply to such co-opted Directors;

41.2 not more than five may be co-opted, any Director so co-opted being the senior executive officer (or his nominee subject to the approval of the Board) of a local government authority; an employee of an educational institution, public sector organisation or other organisation which supports the objects of the Company and in any event an Eligible Person;

41.3 one shall be the Chief Executive of the Company'.

42. Directors co-opted to the Board under the provisions of Article 41 shall serve as Directors until the close of the third Annual General Meeting next following but shall be eligible for re-co-option provided that they are not otherwise disqualified under these Articles.

43. Subject to compliance with Article 41 vacancies occurring among Directors shall be filled by the Board. Directors so appointed shall serve as such until the close of the Annual General Meeting next following. The Board shall have power to act notwithstanding that any vacancy shall not have been filled.

44. Subject to Articles 42 and 45 the usual term of office of a Director shall be three years

from the close of the Annual General Meeting at which his election is declared.

45. Subject to Article 51 when a Director is elected to the office of Chairman he or she shall remain in office as a Director until he or she shall have ceased to be Chairman.
46. Retiring elected Directors ("Retiring Directors") shall be eligible for re-election upon expiry of their term of office.
47. At least twenty-eight days prior to the Annual General Meeting there shall be sent to every Member of the Company a list of Directors indicating those whose terms of office are due to expire that year and who are eligible and willing to be re-elected, and those who have vacated office during the year. Candidates for election (other than retiring Directors) must be nominated on an official nomination paper obtainable from the Secretary. Nominations must be made not less than fourteen days prior to the Annual General Meeting. Only Eligible Persons may be nominated for election as Directors and no such person (except only Retiring Directors who are eligible and willing to be re-elected) shall be submitted for election as a Director, unless he shall have agreed in writing to offer himself for election and shall have been nominated by at least two Members. Unless the candidate is a Member the nomination paper shall contain the name of the Member who employs the candidate and his position.
48. If the number of candidates nominated for election and consenting to serve as Directors (if elected) shall not exceed the number of vacancies to be filled, at the Annual General Meeting a separate resolution for the election of each candidate shall be put to the meeting. If the number of candidates shall exceed the number to be elected, the Secretary shall at least seven days before the day appointed for the Annual General Meeting, issue voting papers to the Members, each of which shall be returned to the Office not less than twenty-four hours before the Meeting failing which it shall be declared invalid. Voting papers shall contain the same particulars of the candidates as are required and specified in the nomination papers and state the number of vacancies to be filled. Each Member may vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any candidate. Voting papers shall contain a form of proxy as near as circumstances may permit to the following:

"I/We

of

A member of Kent Invicta of Commerce, Industry and Enterprise Limited hereby appoint [] (being the Chairman) (being a Director)* to vote for me and on my behalf in the elections to the Board the results of which are to be announced at the Annual General Meeting of the Company for the election of the following as Director(s) of the Company:

[]

As witness my/our hand this [] day of [] 20[]

*delete whichever is inappropriate"

49. The Secretary and one Member appointed as scrutineer shall examine the voting papers previous to the Annual General Meeting and the candidates who have received the greatest number of votes shall be declared duly elected at the Annual General Meeting. In case of equality of votes, the Chairman or in his absence the Vice Chairman of the Board shall have a casting vote. A declaration of the Chairman or in his absence the Vice Chairman of the Board at the Annual General Meeting of those persons elected to the Board shall be binding.

OFFICERS OF THE BOARD

- 50.1 At the first Board Meeting immediately following the Adoption Date and thereafter at the first Board Meeting following the 2000 Annual General Meeting and every two years thereafter:

50.1.1 subject to Article 50.1.2 the Board shall elect from amongst its number a Chairman who subject to these Articles shall hold office from the close of the meeting at which he is elected until the close of the meeting at which his successor is elected under the Article:

50.1.2 the Chairman must be an Eligible Person

- 50.2 At the first Board Meeting following each Annual General Meeting the Board may elect from amongst its number one or more Vice Chairman who, subject to these Articles, shall hold office from the close of the meeting at which he or they is or are elected until the close of the meeting at which his or their successor(s) is or are elected under the

Article.

51. Subject to Article 52 the usual term of office of the Chairman and Vice Chairman shall be two years from the close of the Board Meeting at which he is elected. A retiring Chairman may stand for re-election.
52. The Board may remove the Chairman or any Vice Chairman from office as follows:
 - 52.1 at any time during his first two years of office any four Directors may requisition the Secretary, and upon requisition the Secretary shall include in the notice for the next Meeting of the Board a resolution proposing that the term of office of the Chairman shall be determined at the end of the next Board Meeting;
 - 52.2 at the said Board Meeting, the Board will consider the resolution and any representations and will give reasonable opportunity for the Chairman to be heard. The Meeting will for the purposes of that resolution be chaired by a Vice Chairman. The resolution will then be put to the vote:
 - 52.3 If the said resolution is passed, the Board shall forthwith appoint a replacement who shall hold office for the unexpired residue of the term for which his predecessor was elected.
 - 52.4 A Vice Chairman may be removed for office at any meeting of the Board on a resolution proposed by any three Directors.
53. At the first Meeting of the Board immediately after the Annual General Meeting in each year the Board shall appoint a Secretary who shall hold office from the close of the Meeting at which he is appointed until the close of the Meeting at which his successor is appointed under this Article.

DISQUALIFICATION OF MEMBERS OF THE BOARD

- 54.1 The office of Director shall be vacated:
 - 54.1.1 if he becomes of unsound mind;
 - 54.1.2 if he ceases to be an Eligible Person (unless appointed under Article 41.3);
 - 54.1.3 if by notice in writing to the Company he resigns his office;
 - 54.1.4 if he becomes prohibited from holding office by reason of any order made under

the Act;

54.1.5 if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;

54.2 The office of Director shall be vacated if the Board shall (by simple majority) so resolve in any of the under mentioned circumstances:

54.2.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors;

54.2.2 if he shall have been absent for at least four consecutive meetings of the Board;

54.2.3 if his employer (being a corporation) shall go into liquidation or shall have a receiver or administrative receiver appointed or an administration order made against it.

PROCEEDINGS OF THE BOARD

55. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. All meetings of the Board shall be convened by the Secretary or Chief Executive. The Chairman of the Board or any three Directors may at any time require the Secretary or Chief Executive to convene a meeting of the Board. Meetings shall be convened by no less than seven days notice unless the Chairman of the Board shall otherwise determine in order to deal with matters of urgency, in which case at least three days notice shall be given. Six Members of the Board (or such greater number as the Board may from time to time resolve) shall form a quorum, of which at least four shall be Eligible Persons.

56. Subject to Article 49.2 the Chairman, or in his absence the Vice Chairman or in their absence the Secretary, shall chair all meetings of the Board and each Director shall have one vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

POWER OF THE BOARD

57. The business of the Company shall be under the control of the Board.

Without prejudice to any provisions in these Articles the Board may:

- 57.1 bring before any General Meeting any matters which it considers material to the objects or interests of the Company as defined in the Memorandum of Association and make any recommendation it considers relevant with regard to the Company;
 - 57.2 take cognisance of any matter which may be brought before it affecting the Company or any of its Members.
58. The Board may appoint (and at its discretion disband) Committees consisting wholly or partly of Members of the Company and such persons, whether Members of the Company or not, as they think fit, for the purposes of advising, considering and reporting to the Board on the subject referred to them for consideration. Any Committees so formed shall conform to any Bye-Laws that may be prescribed by the Board.
59. The Board shall appoint the Chairman of any Committee so formed. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the persons present may choose one of their number to be the Chairman of the meeting.
60. The Board may:
- 60.1 delegate powers within stated terms of reference to the Chief Executive;
 - 60.2 borrow or raise money in such manner as the Board thinks fit and mortgage or charge its undertaking and property or any part thereof and issue debentures and other securities outright or as security for any debt, liability or obligation of the Company;
61. All cheques, drafts, bills of exchange and receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time determine.
62. The Board may make such Bye-Laws as may be necessary for regulating the nomination, election and retirement of Directors, the orderly and efficient conduct of its

own proceedings and of the proceedings of General Meetings of the Company, the appointment of its own Meetings, the proper supervision and use of the funds of the Company, the conduct of arbitrations, the regulation of the Board, the Sections (as hereinafter mentioned) and the Committees and affairs of the Company, provided they be not repugnant to or inconsistent with the terms of these presents. The Board may at any time and from time to time revoke or alter any of the said Bye-Laws provided that this shall not authorise the making, revoking or altering of any Bye-Laws without a special resolution if it would amount to such an alternation of or addition to the Articles as could not otherwise be made without a special resolution.

DIRECTORS INTERESTS

63.1 A Director shall be deemed to have an interest ("Interest") in any matter or transaction if he, or any person connected with him, shall derive or be likely to derive, whether directly or indirectly, a financial or other benefit there from. For this purpose "connected person" shall mean:

63.1.1 the Director's husband or wife (which shall include a former husband or wife or a reputed husband or wife) or relative which shall include brother, sister, uncle, aunt, nephew, niece, lineal ancestor or lineal descendant treating any relationship of the half blood as a relationship of the whole blood and the stepchild or adopted child of any person as his child and a legitimate child as the legitimate child of his mother and reputed father; and, or

63.1.2 any person with whom the Director is in partnership or the husband or wife or relative of any individual with whom he is in partnership.

63.2 Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material Interest, a Director notwithstanding his office:

63.2.1 may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

63.2.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise in, any company promoted by the Company or in which the Company is otherwise interested; and

63.2.3 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 company, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit. Provided always that a Director may not vote on any resolution or matter in which he has an Interest and if he so votes his vote shall not be counted whether on a show of hands or on a poll.

64. For the purposes of Article 63.2:

64.1 a general notice given to the Board 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; and

64.2 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.

CHIEF EXECUTIVE

65. The Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by it. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an Assistant or Deputy Chief Executive and any person so appointed may act in place of the Chief Executive, if there be no Chief Executive or none capable of acting. The Chief Executive shall carry out such duties as are delegated to him from time to time by the Board.

STAFF AND AGENTS

66. Such officials and assistants as may be required, including a Chief Executive, shall be appointed by the Board on salaries and on terms to be fixed by the Board, to carry out such terms to be fixed by the Board and to carry out such duties as are delegated by

the Board from time to time.

67. The Board shall have powers at its discretion to employ consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the Company.
68. The Board may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are, or have at any time been, employed by the Company and to the wives, widows, children or other relations and dependants of any such persons, any may set up, establish, support and maintain pensions, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them.
69. **TRADE SECTIONS**
- 69.1 The Board may establish section from amongst the Members with a view to identifying and supporting the interests of any particular trade, industry or other activity.
- 69.2 No resolution or any act of a section shall in any way bind the Board until such resolution or act shall have been confirmed by the Board or in a General Meeting of the Company.
- 69.3 All proceedings of sections and their relations to and connections with the Board shall be regulated by Bye-Laws to be approved, amended and rescinded from time to time by the Board.
- 69.4 The Board shall have power to dissolve any section so formed if it considers the Section to be no longer representative of, or useful to, the trade, industry or other activity for which it was established, provided that before any section is dissolved, the Secretary shall give at least one month's notice of the Board's intention to the members of the section so that they may have an opportunity of discussing the matter with the Board.

INDEMNITY AND INSURANCE

- 70.1 Subject to the provisions of the Act, but without prejudice to any indemnity to

which a Director may otherwise be entitled, 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 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 in which relief is granted by him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

70.2 The Board may purchase and maintain for the benefit of the Directors and any officer of the Company insurance against such liability as is referred to Section 310(1) of the Act.

SECRETARY

71.1 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 6 of the Articles of Association 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.

71.2 A provision of the Acts of these presents requiring or authorising a thing to be done by or to a Director and 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

72.1 The Seal shall not be affixed to any instrument save by authority of the Board and every instrument to which the Seal shall be affixed shall be signed by any two Directors or any Director and the Secretary as the Board shall decide from time to time and in favour of any Purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

72.2 The Board may dispense with the use of the Seal by authorising any two Directors or a Director and the Company Secretary to sign any document as a deed on its behalf.

RECORDS

- 73.1 The Board shall cause proper minutes to be made of all appointments of officers and of co-optation of all Directors made by the Board and of the proceedings of all meetings of the Company and of the Board and of Committees of the Board and of all business transacted at such meetings, signed by the Chairman of such meetings, or by the Chairman of the next succeeding meeting, such be sufficient proof of the facts therein stated.
- 73.2 A resolution in writing signed by all the Directors for the time being or all Members of any Committee of the Board who are entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a Meeting of the Board or such Committee duly convened and constituted. Such resolution may consist of several documents in the like form, each signed by one or more of the Directors sitting on any such Board or Committee.

GENERAL

74. All acts bona fide done by any meeting of the Board or any Committee of the Board or any person acting as a Member of the board or Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Board or Committee.

ACCOUNTS

- 75.1 The Board shall cause accounting records to be kept in accordance with Sections 221 to 223 of the Act.
- 75.2 The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places at the Board shall think fit and shall always be open to inspection of the Members of the Board.
76. The Board 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 and no Member shall have the right of inspecting any account or book or document of the Company

except as conferred by statute or authorised by the Board or by the Company in General Meeting.

77. At the Annual General Meeting in each year, the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to date not more than six months before such meeting together with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper accounts, balance sheet and reports, and any other documents required by law to be annexed or attached thereto to accompany the same and shall, not less than twenty one clear days before the date of the meeting subject nevertheless to the provisions of Section 240 (1) to (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are thereafter directed to be served. The Auditors' Report shall be open to inspection and be read before the meeting as required by Section 384 of the Act.
78. Once at least in every year the Accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
79. Auditors shall be appointed and their duties regulated in accordance with Sections 236 to 237, 262 and 384 to 392 of the Act, the Members of the Board being treated as the Directors mentioned in those Sections.

NOTICES

80. Notices may be served upon Members either personally or by post in prepaid letters or circulars addressed to such Members at their address as entered in the Register of Members. Notices served on the Company shall be addressed to the Company at its registered office.
81. Where 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 two full working days after the letter containing the same is posted.

COMPANY ADDRESS

82. No Member shall use the title or address of the Company in communications or other documents intended for business use, publication in the press or otherwise, provided that a reference only to the fact that he is a Member shall not be an infringement hereof.

ARBITRATION

83. The Chairman and, in his absence, the Vice Chairman may on the request of any Member or Members appoint any person to undertake the arbitration of disputes relating to commercial transactions.
84. The Company shall not undertake arbitrations or negotiations relating to wages or conditions of work in any specific industry but this shall not prevent the Board from expressing an opinion in relation to any matter of wages, incomes or economic policy as a whole.

ALTERNATE DIRECTORS

85. No Director shall have power to nominate any person to act as Alternate Director in his place.

WINDING UP

86. The Company shall be wound up voluntarily whenever a special resolution is passed that the Company be wound up. In that event the provisions of Article 7 shall have effect.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum and Articles of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

Enterprise Ashford Limited Ashford House Ashford Kent	J R E Finn-Kelcey M D Bushell	Director Secretary
Ashford (Kent) Chamber of Commerce and Industry Limited Ashford House Ashford Kent	C J Page M Brown	Director Secretary
Ashford Borough Council Civic Centre Tannery Lane Ashford Kent	EHW Mexter I H Kirkland	Chief Executive Deputy Borough Secretary - Solicitor
Geerings of Ashford Limited Cobbs Wood House Director Chart Road Ashford Kent TN23 1EP	PFD Hewson	Financial