

THE COMPANIES ACT 1985
THE COMPANIES ACT 1989

Company Limited by Guarantee and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

Ripon Area Business Association Ltd

(As Adopted by Special Resolution Dated 23 February 2005)

1. The company's name is Ripon Area Business Association Limited.
2. The company's registered office is to be situated in England.
3. The company's objectives are:
 - a. to represent the views of its members to local, regional and national government,
 - b. to promote the mutual interests of the economic, environmental, social and cultural life with the object of improving the conditions of the businesses of Ripon and its surrounding areas,
 - c. to organise events which promote the city and area,
 - d. the doing of such things as are incidental or conducive to the attainment of these objectives.
4. In furtherance of the above objectives, but not otherwise, the company shall have the following powers:
 - a. To initiate any other activities which the trustees may, from time to time, deem to be within the spirit and purpose of the Company and necessary for the attainment of its objects;
 - b. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the company may think necessary for the promotion of its objects;
 - c. To construct, maintain, and alter any buildings or erections which the company may think necessary for the promotion of its objects;
 - d. To conduct research, publish books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films, compact discs and instructional matter in any other media as deemed appropriate.
 - e. To run lectures, seminars, conferences and courses
 - f. To receive donations, endowments, gifts, sponsorship fees, subscriptions, and legacies from persons or organisations wishing to promote the companies objects or any of them and to hold funds in trust for same.
 - g. Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit.
 - h. To establish and support or aid in the establishment and support or to amalgamate with any other institution or association and to subscribe or guarantee money for purposes in any way connected with the purpose of the Company or calculated to further its objects;

- i. To undertake and execute any charitable trusts which may be lawfully undertaken by the company and may be necessary to its objects:
 - j. To invest with monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions(if any) and such consents if any) as for the time being may be imposed or required by law.
 - k. To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner deal with or dispose of the undertaking and or all the property and assets for the time being of the Company for such consideration as the Company may think fit;
 - l. To obtain, acquire, and purchase all necessary permits, licences or trade marks and other intellectual property rights for the purpose of enabling the Company to carry on its objects upon such terms and conditions as it may think fit;
 - m. To engage or employ such personnel, whether as employees, consultants, advisors or otherwise, as may be required for the promotion of the objects of the Company;
 - n. To open and operate bank accounts and other facilities for banking in the name of the Company;
 - o. To purchase and maintain insurance cover for itself, its directors and other officers or auditors of the Company against any liability of or to the Company.
5. The liability of the members is limited.
6. Membership of the company shall be open to individuals, the self-employed, partnerships, and properly constituted public, private and commercial organisations whose aims and objects coincide with those of the company.
7. Every member of the company undertakes to contribute such amount as may be required (not exceeding £10.00) to the company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the company's debts and liabilities contracted before he or she 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.
8. If on the winding up or dissolution of the Company any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed amongst its members, but shall be transferred to some other non-profit distributing organisation having objectives similar to or compatible with those of the Company, as may be decided by the members at the time of or prior to the dissolution. In the event that for whatever reason any residual assets cannot be so transferred, they shall be given for charitable purposes.
9. The income and property of the company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association and no portion shall be transferred directly or indirectly by way of dividend, bonus or otherwise to members of the company or to members of the management committee except:
- a. By way of reasonable and proper payment, fees or wages for any service actually rendered to the Company.
 - b. By way of grants, loans, donations or any other kind of financial assistance to organisations, societies or statutory authorities which are members of the Company or represented on the management committee, provided that any such assistance is in respect of activities in furtherance of its objects.

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Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION
of
RIPON AREA BUSINESS ASSOCIATION LIMITED

(As adopted by Special Resolution dated 23 February 2005)

1. Interpretation

In these Articles:

The Act means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

The Company means the above company.

The Management Committee means all those persons for the time being appointed as such in accordance with the provisions of these articles.

Directors means the board of directors of the Company.

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

Employee means any person holding a contract of employment with the Company.

In writing shall be taken to include references to writing, printing, photocopying, or other modes of representing or reproducing words in a visible form.

2. So far as they are inconsistent with these articles the provisions of Table C to the Companies Act 1985 are specifically excluded.
3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company.
4. Membership shall be by invitation only and be open to individual stakeholders, properly constituted public, private and commercial organisations whose aims and objects coincide with those of the company.
5. Every organisation that wishes to become a member shall deliver to the company an application form for membership in such form as the Directors require executed by them.
6. Applications shall be considered by a meeting of Management Committee and approval shall be upon a simple majority of those present and qualified to vote. The chairman of the meeting will not have a casting vote on this matter.
7. Members not being individuals but bodies corporate, statutory authorities or associations shall be represented by persons duly authorised by these bodies corporate, statutory authorities or associations under their own rules.

8. The names of such persons and any changes are to be notified to the Company Secretary of Ripon Area Business Association Limited in writing within seven days of such appointment or change. Failure to so notify the Company Secretary will mean no such appointment or change will take effect and any meeting or voting taking place will be accepted as having full validity.
9. The Company will maintain a Register of Members in which shall be recorded the name and address of every member, the date of appointment and of cessation, and if appropriate the organisation represented.
10. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company.
11. Membership shall not be transferable and shall cease on death or in the case of bodies corporate, statutory authorities or associations upon the dissolving of these bodies corporate, statutory authorities or associations for whatever reason

NOTICE OF GENERAL MEETINGS

12. The company shall in its first calendar year, hold one of its General meetings as an Annual General Meeting and shall specify the meeting as such in the notices calling it.
13. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
14. The business of an Annual general meeting shall comprise:
 - a. The consideration of the Annual Reports and Accounts presented by the Management Committee.
 - b. The retirement and election of Directors and members of the Management Committee for the forthcoming year.
 - c. The fixing of annual subscriptions and the parameters of the Management Committee's discretion to offer discounts on those subscriptions.
 - d. The appointment of the auditors.
 - e. Such other business as may have been specified in the calling of the meeting.
15. Notice of every Annual General Meeting shall be given in writing to every member of the Company, its auditors and such other persons who may be entitled to receive notice. Notice will be given personally, electronically or by post to the recorded address.
16. A General Meeting may be called by a group of any ten members having given written notice to the Secretary.
17. Notices shall be given a minimum of twenty-one days prior to the date of the meeting.
18. Notices shall specify the date, time and venue of the meeting, and if any Special or Extraordinary proposal is to be considered, such proposal shall be specified.
19. The accidental omission to give notice or non-receipt of notification by any person entitled to receive notice shall not invalidate proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. A member shall declare any interest in and not debate or vote in respect of, any matter in which he or she has a personal, material or financial interest without the permission of a majority of the other members present.
21. No business shall be conducted at a meeting unless a quorum is present. Unless or until otherwise decided by a General Meeting a quorum shall be five members
22. If after 30 minutes a quorum is not present the meeting shall be adjourned to a date decided by the Directors and notified to the members.
23. If the Chairman is not present within ten minutes after the time the meeting is called, the members present shall elect a Chairman for that meeting.
24. A Chairman may adjourn a meeting, which is quorate, if so directed by the meeting. The date of the reconvened meeting must be notified to all members.
25. The company may invite any other person to attend, without speaking or voting rights.

VOTES OF MEMBERS

26. Each member shall be entitled to be represented by no more than one "authorised representative" at any meeting. On a show of hands every "authorised representative" shall have one vote. On a poll every "authorised representative" present in person or by proxy shall have one vote.
27. All proxies shall be notified to the Directors not less than 24 hours prior to the meeting
28. On any resolution to be decided on a show of hands, only members present shall be entitled to vote.
29. A secret ballot can be demanded before or on the show of hands, if demanded by two members present in person or by proxy.
30. The manner of the secret ballot shall be directed by the chairman, provided that Article 25 is followed.
31. The Chairman will only hold a casting vote, to be used in the event of a tied vote of members.

NUMBER OF DIRECTORS

32. The number of executive Directors (other than alternate Directors) shall be subject to a maximum of 5 and the minimum number shall be 2.
33. In addition there may be appointed a maximum of 2 non-executive Directors but there shall be no minimum required.
34. Executive Directors must be either members or the nominated representatives of corporate members.
35. The quorum for the transaction of business at a Directors' meeting shall be 2.

POWER OF DIRECTORS

36. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Act, to issue debentures, debenture stock and other securities, either outright or as security for any debt, liability or obligation of the Company or of any third party. The Directors may delegate such of their powers as they think fit by a Directors ordinary resolution.

APPOINTMENT AND RETIREMENT OF DIRECTORS

37. At every annual general meeting one-third of the Directors who are subject to retirement by rotation, or if their number is not 3 or a multiple of 3, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
38. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
39. If the Company, at the meeting which a member of the Directors retired by rotation, does not fill the vacancy, the retiring member 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 director is put to the meeting and lost.
40. The Company may by ordinary resolution appoint a person who is willing to act as such to be a director either to fill a vacancy or as an additional director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

41. The office of a director shall be vacated if:
 - a. he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - b. he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - c. he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
 - d. he resigns his office by notice in writing to the Company;
 - e. both he and his alternate director (if any) have been absent without the permission of the directors from meetings of directors for six consecutive months and the directors resolve that his office be vacated; or
 - f. he is removed from office by ordinary resolution in accordance with the provisions of Section 303 of the Act.

DIRECTORS' APPOINTMENTS AND INTERESTS

42. Without prejudice to the obligation of any director to disclose his interest in contracts in accordance with the Act, a director may not vote at any meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest.
43. Any director may act by himself or through his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director provided that nothing contained in this article shall authorise a director or his firm to act as auditor to the Company.

MANAGEMENT COMMITTEE

44. The initial Management Committee of the Company from incorporation shall be appointed by the subscribers to the Memorandum of Association.
45. The Management Committee shall be not less than five and not more than twenty persons.
46. The Management Committee shall comprise as follows:
 - a. Not less than five and no more than sixteen persons elected by and from the membership of the Company of whom not less than two and no more than five shall be executive Directors of the Company.
 - b. Not more than one person who is a representative of the Employees
 - c. Not more than three persons, not necessarily members of the company co-opted by the Management Committee.
47. The Directors may at any time co-opt to fill casual vacancies on the Management Committee, subject to the representation in paragraph 46. Co-opted Management Committee members shall serve until the next Annual General Meeting at which point they must stand for re-election.
48. At the first annual general meeting all the members of the Management Committee shall retire from office, and at every subsequent annual general meeting one-third of the members of the Management Committee who are subject to retirement by rotation, or if their number is not 3 or a multiple of 3, the number nearest to one-third shall retire from office.
49. The members of the Management Committee to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed members of the Management Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
50. If the Company, at the meeting which a member of the Management Committee retired by rotation, does not fill the vacancy, the retiring member 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 member is put to the meeting and lost.
51. Elections for the Management Committee may be conducted by postal ballot prior to the Annual General Meeting and according to such other conditions as the Management Committee shall determine from time to time.
52. Management Committee members shall declare an interest in and shall not speak or vote in respect of any matter in which they have personal, material or financial interest or any connected matter, and retire until that matter is complete.
53. Management Committee members may be paid all reasonable out-of-pocket expenses incurred in attending and returning from meetings of the Management Committee or General Meeting of the Company or in connection with the business of the Company and any reasonable and proper fees or wages for services to the Company.
54. A Management Committee member shall cease to be such immediately if he or she:
 - a. resigns his or her office in writing to the Company.
 - b. ceases to be a member of the Company, or is the representative of an organisation which ceases to be a member, or the member organisation replaces him or her as its representative in accordance with the rules of the Company.
 - c. contravenes in the opinion of a straight majority of the Management Committee Article 52.

- d. is absent for three consecutive Management Committee meetings without the special leave of the Management Committee and they pass a resolution that the position is vacated.
- e. becomes bankrupt or, in the opinion of the Management Committee, incapable on medical or psychological grounds of carrying out the duties of a member of the Management Committee, or is otherwise prevented by law from continuing as a Company Director; or
- f. is removed from office by Ordinary Resolution of the Company in General Meeting.

HONORARY OFFICERS

- 55. The Company shall have a Chairman and Vice Chairman (both of whom must also be executive directors) as well as a Treasurer and such honorary officers as it sees fit, elected by and from the Management Committee. Officers shall serve until the next Annual General meeting, and shall be eligible for re-election.
- 56. In the event of a casual vacancy, the Management Committee may elect one of their number to fill the vacancy until the next Annual General meeting.

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

- 57. The day to day business of the Company shall be managed by the Management Committee and the Directors shall delegate such of their powers to the Management Committee as may be necessary to fulfil this function.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 58. Members of the Management Committee may regulate their meetings as they think fit.
- 59. Questions arising at meetings shall be decided by a majority of votes.
- 60. A Management Committee meeting may be summoned by the Chairman, other honorary officer or by the Secretary on the request of two members of the Management Committee by giving a least five working days notice, personally or by post to the recorded address of the member.
- 61. The quorum necessary to transact business shall be a minimum of five (one of whom must also be a director).
- 62. The Management Committee shall cause accurate records to be made, in books provided for that purpose of:
 - a. the name, details and date of appointment of all persons appointed to office;
 - b. the name of the Management Committee members, officers, members and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
 - c. minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company.
- 63. All such records and minutes shall be open to inspection during working hours by any member of the Company or persons authorised by the Company in General Meeting.
- 64. The Management Committee may delegate any of their powers to sub-committees. Any sub-committee will conform to the regulations imposed on it by the Management Committee, which will include the prompt and regular reporting to the Management Committee.

65. All acts done by any Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Management Committee member.
66. The Management Committee may at its discretion invite other persons to attend meetings, without voting rights but with or without speaking rights.

SECRETARY

67. The Directors shall appoint a Secretary of the Company for such term and at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
68. A provision of the Act or these Articles requiring a thing to be done by a member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

ACCOUNTS

69. The Directors shall cause proper accounts to be maintained in accordance with the law for the time being in force in respect to:
 - a. All sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place.
 - b. All sales and purchases of goods by the Company.
 - c. The assets and liabilities of the Company.

Proper accounts shall be deemed to be kept if they give a true and fair record of the Company's affairs and explains its transactions.

70. The accounts shall be kept at the Registered Office of the Company or subject to the provisions of section 222 of the Act, at such other place or places as the Directors thinks fit, and shall always be open for inspection of all members and officers and by other persons authorised by the Company in General Meeting.
71. The Directors shall from time to time, in accordance with section 226 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
72. A copy of the balance sheet (including every document required by law to be annexed to it) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Directors' report, shall not less than twenty-one days before the meeting (subject nevertheless to the provisions of section 238(4) of the Act) be sent to every member of and every holder of debentures of the Company: provided that this regulation shall not require a copy of these documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

73. Subject to such statutory regulations or exemptions as may be in force, 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 one or more properly qualified auditor or auditors.
74. Auditors shall be appointed and their duties regulated in accordance with section 237 and 384 of the Act.

APPLICATION OF SURPLUS

75. Any surplus of the Company, shown in the audited accounts, shall be applied to creating reserves for the continuation and development of the Company.

REGULATIONS

76. The Company in General Meeting or the Management Committee may from time to time make, adopt, and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise (provided that such regulations are not inconsistent with the Memorandum or Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution) as they may think fit for the management, conduct or regulation of the affairs of the Company and the proceedings and powers of the Management Committee and sub- committees. All members of the Company and Management Committee shall be bound by such regulations whether or not they have received a copy of them.

INDEMNITY

77. Every member, director or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him or her in or about the execution and discharge of his or her office, except to the extent that such losses or liabilities shall be attributed to:-
- a. fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence
 - b. negligence; or
 - c. actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and Addresses of Subscribers:

- | | |
|--|---------|
| 1. David Whitehead Briggs
Meadowview
Back Lane
Kirkby Road
Ripon HG4 2EY | Signed: |
| 2. Timothy Peter Jones
3 The Crescent
Ripon HG4 2JB | Signed: |

Dated this 8th Day of August, 2003

Witness to the above signatures

Michael Charles Hanley Hutchinson
77 North Street Ripon

Occupation: Solicitor