

The Companies Act 1985. ("the Act')

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

SHROPSHIRE TOURISM (UK) LIMITED

Incorporated the tenth day of April 2000

Adopted by a Special Resolution passed on 03 May 2007.

Revisions Proposed for Adoption at the AGM on 27 February 2018

INTERPRETATION

"office" means the registered office of the company.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act.

MEMBERS

1 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. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him. The person who applies for membership on behalf of an organisation or business is deemed to be the member and thus eligible to vote at the AGM and to stand for election as a director. Organisations or businesses are entitled to one representative/member, irrespective of the size of the organisation or business.

2 A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

3 The directors may also at their discretion terminate the membership of any member.

4 Each member shall pay to the company a membership fee in such amount and on such terms as the directors shall determine and if such annual membership fee shall remain unpaid for 28 days after being demanded then the membership of the member shall be deemed to be terminated.

5. Employees of the Company are not eligible for membership and therefore, may not be elected or co-opted as a director.

NUMBER OF DIRECTORS

6 Unless otherwise determined by ordinary resolution, the number of elected directors shall be subject to a minimum of five and a maximum of nine.

7. The election of directors takes place at the Annual General Meeting, after which the elected directors serve until the following AGM when they must retire and stand for re-election if they wish.

8. The Board may co-opt up to three directors whose expertise would be of value to the Board. Co-opted directors have the same rights and responsibilities as the elected directors,

9. Both elected and co-opted directors must be members of Shropshire Tourism.

POWERS OF DIRECTORS

12 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that

alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

13 In the exercise of the powers of the company the directors shall at all times use their reasonable endeavours to comply in all material respects with any applicable policies and procedures adopted by the company from time to time.

14 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

15 The directors may delegate any of their powers to any committee consisting of one or more directors or members provided that if any such committee is created to achieve a specific task it shall be dissolved upon completion of that task or the expiry of a time limit imposed by the directors, whichever is sooner. They may also delegate to any managing director or any executive officer such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

16 At every annual general meeting of the members, all of the directors shall retire.

18 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 all who are entitled to receive notice of the meeting of any person (other than a director retiring at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

20 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 he becomes prohibited by law from being a director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and either

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

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

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

REMUNERATION OF DIRECTORS AND DIRECTORS' EXPENSES

21 The provisions of the memorandum of association as to the remuneration of the directors and directors' expenses shall apply.

DIRECTORS' APPOINTMENTS AND INTERESTS

22 A director must be a member and any appointment of a director shall terminate if he ceases to be a member.

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

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company or in which the company is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

- (i) 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 body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- (ii)

24 For the purposes of regulation 23

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(b) 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.

OFFICERS

25 Subject to the provisions of the Act, the directors may appoint from their number to the offices of chairman, finance director, company secretary, personnel director, facilities director and such other roles as the Board of Directors see fit.

PROCEEDINGS OF DIRECTORS' MEETINGS

29 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the company secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

30 The Board of Directors may invite employees of the Company whose expertise would help the Board to attend their meetings in a non-voting capacity.

31 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three.

32 Subject to disclosure in accordance with the Act, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

33 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 of calling a general meeting.

34 The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint the finance director to be chairman of the meeting. The chairman may be re-appointed for up to three consecutive years, after which he/she is not eligible to be re-appointed as chairman.

35 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be 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, 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.

36 A resolution in writing signed by a majority of the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual 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 and may consist of several documents in the like form each signed by one or more directors.

37 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

38 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

39 Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

40 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

41 The Board of Directors has the power to set up any meetings to promote inter-agency discussion in the interests of the development of tourism in Shropshire.

42 The Board of Directors may appoint from within their number, when invited, representatives to serve on the committees of tourism-related organisations,

COMPANY SECRETARY

41 Subject to the provisions of the Act, the company secretary shall be appointed by the directors for such term and upon such conditions as they may think fit; and any company secretary so appointed may be removed by them.

MINUTES

42 The directors shall cause minutes to be made in books kept for the purpose—

(a) of all appointments of officers made by the directors; and

(b) of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

ACCOUNTS

43 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

WINDING UP

44 On the winding-up and dissolution of the company the provisions of the memorandum of association shall have effect as if repeated in these articles.

INDEMNITY

45 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, any

executive officer 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 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.

GENERAL MEETINGS

1 All general meetings other than annual general meetings shall be called extraordinary general meetings.

2 The directors may call general meetings and, on the requisition of members shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

3 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if is so agreed—

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote.

The notice 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. Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members and to the directors and auditors.

4 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 the proceedings at that meeting.

NOTICES

5 The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company. In relation to electronic communications "address" includes any number or address used for the purposes of such communications.

6 A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

8 No business shall be transacted at any meeting unless a quorum is present. The quorum shall be decided by the Board of Directors.

9 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the directors may determine.

13 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. 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.

14 A resolution put to the vote of a meeting shall be decided on a show of hands

18 In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

21 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

22 On a show of hands every member present in person shall have one vote.

23 No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the company have been paid.

24 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. -

25 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.

26 These Articles may only be amended at an AGM or Extraordinary General Meeting of members when members may consider and vote on proposals that have been circulated to members in advance.
