

Amended Articles of Association

No. of Company: 3675577

The Companies Act 1985

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

ARTICLES OF ASSOCIATION

OF

**IMPROVEMENT AND DEVELOPMENT AGENCY
for LOCAL GOVERNMENT**

Incorporated the 27th day of November 1998 and amended on 18 July 2000, 26 April 2006 and 13th March 2013, amendments added 8th December 2016

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INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"the Board" means the Board of Directors for the time being of the Company

"the Company" means the above named Company.

Independent Directors' means non-political Director Appointments i.e. Directors who are not appointed by virtue of being councillors of LGA member authorities.

"the LGA" means the Local Government Association.

"the seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

"the WLGA" means the Welsh Local Government Association.

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.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

NAME, REGISTERED OFFICE, OBJECTS AND LIMITED LIABILITY (INCLUDING PROVISIONS INCORPORATED INTO THESE ARTICLES BY VIRTUE OF SECTION 28(1) OF THE ACT)

2.

- (a) The name of the Company is "Improvement and Development Agency for Local Government".
- (b) The Registered Office of the Company will be situated in England.
- (c) The objects for which the Company is established are:
 - (i) to assist, advise and encourage local authorities to improve their performance through mechanisms which support and promote innovation and change;
 - (ii) to encourage, promote, develop, provide or assist in the provision of, set standards and targets for the attainment thereof, and give approval to, information and advice on, arrangements which have the object of encouraging and assisting local authorities

to continuously improve their organisation, management arrangements, people management, operations and performance of their functions both generally and in areas at risk of difficulty or failure, including arrangements for supporting peer ~~group~~ review, ~~sector led improvement~~~~if-regulation~~ and exchange of good practice;

- (iii) to encourage, promote, develop, provide or assist in the provision of, set standards and targets for the attainment thereof, and give approval to, information and advice on appropriate training and development opportunities for persons in, or intending to enter, the employment of local authorities, and elected or appointed members of such local authorities and other bodies;
- (iv) to commission, provide or assist in the provision of, promote, and otherwise ensure the collection, validation and effective dissemination of research, data and best practice information on matters relating to the organisation, management arrangements, people management, operations, and performance of the functions of local authorities;
- (v) to apply, arrange for or advise on the application of selection and other tests and examinations of all kinds or other methods for ascertaining the attainment of any standards recommended by the company and to acknowledge the attainment thereof;
- (vi) to exchange information and opinion with other organisations and to act as a liaison body, to advise, co-operate, work with, or to act as agents or to provide services for, the ~~Employers' Organisation for Local Government~~, the Local Government Association ("the LGA"), ~~the WLGA, Convention of Scottish Local Authorities ("CoSLA")~~, and any public sector body or body not conducted for private profit, whether or not established in the United Kingdom, having objects similar, in whole or in part, to those of the Company, and to contribute to the work of any such body and to make available the results of the work of any such bodies;
- (vii) to retain or employ skilled, professional or technical workers and advisers in connection with the objects of the company, and to pay therefor such remuneration or fees as may be thought expedient;
- (viii) to apply to government departments, local authorities and other public bodies in the United Kingdom and elsewhere and to corporations, companies and persons for, and

to accept, grants of money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Company;

- (ix) to organise and participate in congresses, seminars, conferences, exhibitions and training to promote the objects of the Company;
- (x) to prepare, edit, print, publish, distribute and sell any reports, bulletins, books, periodicals and other publications or literary undertakings, including film, recorded media, or electronic delivery of text or images, relating to the activities of the Company;
- (xi) to exploit commercially any aspect of the work of the Company;
- (xii) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or structures necessary or convenient for the work of the Company;
- (xiii) to manage, develop, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary with a view to the promotion of its objects;
- (xiv) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and which may be necessary to its objects;
- (xv) to establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage or supervise, or give financial or other assistance to the work of any associations, institutions and other bodies incorporated or not incorporated, whose objects are similar to the objects of the Company, including to purchase, subscribe for or otherwise acquire and hold shares (fully or partly paid up) or stock in securities of, or to lend money to, subsidise or otherwise assist any other association, institution or other body;

- (xvi) to lend, borrow or raise money or make grants of money, for the purpose of furthering the objects of the Company on such terms and on such security as may be thought fit;
- (xvii) to place any monies of the Company not immediately required for its purposes on deposit on such terms as the Company may see fit;
- (xviii) to pay out of the fund of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and generally in connection with the conduct of any of its businesses and activities;
- (xix) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to, any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or of any of the Company's predecessor bodies the Local Government Management Board ("**LGMB**"), the Local Government Training Board ("**LGTB**"), the Local Authorities' Conditions of Service Advisory Board ("**LACSAB**"), and such other bodies for whom LGMB, LGTB or LACSAB had responsibility, and the spouses, widows, widowers, families and dependants of any such persons, and also to establish and subsidise and subscribe to any institutions, associations, clubs, building and housing schemes, funds and trusts, which may be considered calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or body as aforesaid, or any such persons and to make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;
- (xx) to subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further any of the objects of the Company;

- (xxi) to do such other things as are remitted to the Company by the LGA or other associations of local authorities in the United Kingdom;
- (xxii) to co-ordinate and advise the activities and functions of the employers' sides of negotiating bodies in which local authorities are concerned including the provision of a joint secretariat;¹
- (xxiii) to ascertain, collate and disseminate information with regard to pay and conditions of service, both in general and in local government service with the object of assisting local authorities, and associations representing the interests of local authorities and the employers' side of any negotiating bodies with which local authorities may from time to time be concerned;
- (xxiv) to maintain effective liaison with any negotiating bodies for which the Company does not provide a joint secretariat but which are concerned in the settlement of conditions of service of employees of local authorities;
- (xxv) to provide information, advice, assistance and give approval to, and to set standards and targets for the attainment thereof by, local authorities on any matters relating to the employment of staff including matters relating to equality of opportunity and treatment, training and development of skills, the occupational health, and the pensions of such staff.
- (xxvi) to provide information, advice, assistance and give approval to, and to set standards and targets for the attainment thereof by, local authorities on any human resources matters relating to the effective management and organisation of local authorities and delivery of services to local communities;
- (xxvii) to apply, arrange for or advise on the application of selection and other tests and examinations of all kinds or other methods for ascertaining the attainment of any standards recommended by the Company and to acknowledge the attainment thereof;
and

¹ Articles 2(c)(xxii)-(xxvii) incorporated from the Memorandum of Association of Employers' Organisation for Local Government

(xxviii) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

(d) The income and property of the Company however derived shall be applied solely towards the promotion of the objects of the Company as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to the Members of the Company.

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

(i) of reasonable and proper remuneration to any officer or servant of the Company for any services rendered to the Company;

(ii) of interest on money lent by any Member of the Company or its Board of Directors at a reasonable and proper rate;

(iii) of reasonable and proper rent for premises demised or let by any Member of the Company or its Board of Directors;

(A) to any Member of the company or its Board of Directors for their reasonable travel, subsistence, out-of-pocket expenses and

(B) to any Member of the company or its Board of Directors remuneration for duties and responsibilities up to amounts recommended by the Local Government Association from time to time

(e) The liability of the Members is limited.

(f) Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/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.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the LGA, ~~and if the LGA so invites them, the WLGA~~, shall, from time to time, admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member. The number of members with which the Company proposes to be registered is ~~sixfour~~ but the LGA may from time to time resolve to increase the number of members save that no person shall be a member of the company who is not a councillor of a local authority for the time being in membership of the LGA ~~or WLGA~~. The members shall at all times be the 6 councillor members of the Board of Directors and the Company Secretary. The ~~LGA~~organisation when nominating a member of the Company may cancel the nomination of any person so nominated, and any member may retire, by notice in writing to the Company, and the person concerned shall cease to be a member of the Company immediately upon receipt by the Company of such notice, provided that the number of members of the Company is not less than ~~fivethree~~.

GENERAL MEETINGS

4. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not 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 will take place at the beginning of the political cycle in September. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing, and all other extraordinary general meetings shall be called by at least fourteen clear days' notice in writing. The notice shall specify the place, date and time of the meeting and in the case of special business, the general nature of the business to be transacted, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to the members, directors and auditors:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the 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 at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
7. 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.

PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Board and auditors, and the appointment of, and the fixing of the remuneration of the auditors.
9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided three, ~~three members present in person or one-third~~ of the membership of the Company for the time being, ~~whichever shall be the greater,~~ shall be a quorum with a minimum of two political groups

represented as present. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be 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.

10. The Chair, if any, of the Board shall preside as Chair at every general meeting of the Company, or if there is no such Chair, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board present shall elect one of their number to be Chair of the meeting.
11. If at any meeting no member of the Board is willing to act as Chair or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chair of the meeting.
12. The Chair 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 any notice of an adjournment or of the business to be transacted at an adjourned meeting.
13. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair, or by at least two members present in person or by proxy, or by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that 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.
15. The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair 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.
18. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Any member may be represented at any general meeting of the Company by a proxy with full powers acting on his/her behalf provided such proxy is approved in writing by the body nominating the member.
21. Subject to Article 17 and as hereinafter provided:-
 - (a) on a show of hands every member present in person or by proxy shall have one vote;
 - (b) on a poll every member present in person or by proxy shall be entitled to one vote.
22. The instrument appointing a proxy shall be in writing. It shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed 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 not be treated as valid.

23. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Improvement and Development Agency for Local Government

I _____ of _____ in the County of _____ being a member of the above named Company, hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____ 19 _____, and at any adjournment thereof.

Signed this _____ day of _____ 19 _____."

24. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"Improvement and Development Agency for Local Government

I _____ of _____ in the County _____ of _____ being a member of the above named _____ Company, hereby appoint _____ of _____ or failing him/her, _____ of _____ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the _____ day of _____ 19 _____, and at any adjournment thereof.

Signed this _____ day of _____ 19 _____.

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

25. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. 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 such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

27. Until otherwise determined by the Company in General Meeting, the number of members of the Board shall be not less than five and not more than ~~tenseventeen~~.

BORROWING POWERS

28. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE BOARD

29. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall

invalidate any prior act of the Board which would have been valid if that regulation had not been made.

30. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
31. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of Officers made by the Board;
 - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

DISQUALIFICATION OF MEMBERS OF THE BOARD

32. The office of member of the Board shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs; or
 - (c) becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986; or
 - (d) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in manner required by Section 317 of the Act; or

(e) resigns his/her office by notice in writing to the Company; or
(f) is absent from the meetings of the Board for more than three consecutive meetings without the consent of the Board; or

(g) No longer holds the position or role that affords them the position as Director of the Company as detailed in Article 35 below.

(g)(h) The position of the Independent Directors will be re-advertised in 2017 and then reviewed every three years thereafter. For the avoidance of doubt the tenure of the Directorship of the 'Independent Directors' shall be reviewed on a three yearly basis and the reconfirmation of these Directors will be subject to a majority vote of the remaining Board.

(i) There shall be a maximum of 3 terms of 3 years each for Independent Directors.

(h)(j)

APPOINTMENT OF MEMBERS OF THE BOARD

33. The- LGA shall be entitled to appoint and remove from time to time ~~10fourteen~~ members of the Board, a maximum of 3seven of which members shall not be councillors of local authorities in membership of the LGA i.e. Independent Directors.

34. The Secretary of State for the Department for Communities and Local GovernmentEnvironment, Transport and the Regions ~~may~~shall be invitedentitled by the LGA to appoint and remove from time to time one member of the Board.

~~35. The WLGA and the National Association of Regional Employers ("NARE") shall, if invited so to do by the LGA, be entitled each to appoint and remove from time to time one member of the Board which members shall be councillors of local authorities in membership of the WLGA and NARE respectively.~~

35. The Chair of the LGA's Improvement and Innovation Board (or equivalent) shall, by virtue of this role, become a Director of the Board of the Company. The Chairperson of the LGA and the Political Group Leaders, or equivalents, (or their nominees/ representative) shall, by virtue of these positions, become a Director of the Company. The two Independent Observers of the LGA's Improvement Board (or equivalent), by virtue of these roles, shall become Directors of the Company. All other Director appointments will be made in line with Articles 33 to 35 above. All non-political (i.e. non councillor) Directors shall be known as the 'Independent Directors'. All Directors shall have equal voting rights. ~~The number of members of the Board appointed from~~

~~time to time who are councillors appointed by the LGA, WLGA and NARE under Articles 33 and 35 above shall not exceed by more than two the number of other members of the Board who may be appointed under Article 33; and the number of members of the Board who are not councillors appointed by the LGA, WLGA and NARE under Articles 33 and 35 above shall not be greater than the number of members of the Board who are councillors appointed by the LGA, WLGA and NARE under Articles 33 and 35 above.~~

36. (a) Every appointment or removal of a director under the powers conferred by Articles 33 to 35 shall be notified in writing by the body making such appointment and shall only take effect on the service thereof at the registered office of the Company.
- (b) No person dealing with the Company shall be concerned to enquire as to the validity of the appointment or removal of a Director under this Article and shall not be affected or in any way prejudiced by any invalidity in such appointment or removal unless such person had at the time express notice of the same.
37. The Company may from time to time by Extraordinary Resolution increase or reduce the number of members of the Board.

PROCEEDINGS OF THE BOARD

38. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A member of the Board may, and the Secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board by notice in writing served upon the several members of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.
39. The quorum necessary for the transaction of the business of the Board shall be three, of whom at least two shall be ~~from differing political groups~~councillors appointed by the LGA.
40. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board, the continuing members or

member of the Board may act for the purpose of summoning a general meeting of the Company, but for no other purpose.

41. The Board ~~Chair shall be the Chair of the LGA's Improvement and Innovation Board (or equivalent). may elect a Chair of their meetings and determine the period for which he/she is to hold office, save that a Chair so appointed shall be a councillor appointed by the LGA under Article 33 above; but, if no such Chair is appointed or~~ if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number, from the present councillor members of the Board, to be Chair of the meeting.
42. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.
43. A committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chair of the meeting.
44. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
45. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board 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 and was qualified to be a member of the Board.
46. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
47. The Board or a committee of the Board may hold meetings by video conference link, by conference telephone connection(s) or by a series of telephone conversations, or by exchange

of facsimile or electronic mail transmissions addressed to the Secretary. The views of the Board or a committee of the Board as ascertained by such video conference link or telephone conversations, or by such facsimile or electronic mail transmissions and communicated to the Secretary, shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner and signed by the Chair shall be as valid and effectual as if it had been passed at a meeting of the Board or committee of the Board duly convened and held.

EXECUTIVE DIRECTOR

~~49. Save for the first Executive Director of the Company who shall be appointed by the LGA, an Executive Director shall be appointed by the Board in consultation with the LGA for such term, at such remuneration and, subject to Article 51, upon such conditions as it shall think fit. He/she shall be responsible to the Board for the execution of the Board's policies and for the conduct of business on behalf of the Company.~~

~~50. The Executive Director shall engage all persons to be employed under him/her and shall be responsible for them.~~

~~51. The Executive Director shall be entitled to receive notice of and to attend and speak, but not vote, at all general meetings of the Company, all meetings of the Board and all meetings of any committee.~~

SECRETARY

48. Subject to Section 13(5) of the Act, the Secretary shall be appointed by the Board in consultation with the LGA for such term, ~~at such remuneration~~ and upon such conditions as the Board may think fit; and any Secretary so appointed may be removed by them, provided always that no member of the Board may occupy the position of Secretary. The role of Secretary shall be held by the Head of Improvement for the LGA or equivalent or more senior LGA member of staff. The Board in consultation with the LGA may from time to time by resolution appoint a joint, assistant or deputy Secretary, and any person appointed as assistant or deputy Secretary may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.

THE SEAL

49. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Executive Director or Secretary.

ACCOUNTS

50. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
51. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
52. The Company in general meeting may from time to time make reasonable conditions or regulations regarding the extent, times and manner of inspection of the accounts and books of the Company by members not being members of the Board, and subject to such conditions and regulations the accounts and books of the Company shall be open to inspection by members of the Company at all reasonable times during business hours.
53. The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

56. A notice may be served by the Company upon any member either personally or by sending it by post addressed to the member at his/her registered address, or (if the member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member to the Company for the service of notice to him/her. Where a notice is sent by post, service shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the day following that on which the letter containing the same is posted.
57. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member of the Company except for any member who has not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) the auditor for the time being of the Company; and
 - (c) each member of the Board.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

58. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, and after due provision has been made for the continuance of or payment or payments of any superannuation, pensions, redundancy payments and allowances to retired employees of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or of any of the Company's predecessor bodies, LGMB, LGTB and LACSAB (as defined in Article 2(a)(xix))

and such other bodies for whom LGMB, LGTB and LACSAB had responsibility, or dependants of such employees in accordance with any superannuation, pension and redundancy payment schemes for the time being in force at the date of liquidation, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company but shall be paid to or distributed to the LGA or some other organisation or local authority association having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of Article 2(d), such organisation or local authority association to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

INDEMNITY

59. In the execution of his/her duties and the exercise of his/her rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he/she may otherwise be entitled) every member of the Board shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him/her and arising by reason of any improper investment made by or for the Company in good faith (so long as he/she shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him/her in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by him/her or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Company who is sought to be made liable.
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