

The Companies Act 2006
Company Limited by Guarantee
Articles of Association
of
Coventry Business Improvement District
Company 10726623

[(adopted by special resolution on 2025)]

Interpretation

1 In these articles:

the **Act** means the Companies Act as defined in Section 2 of the Companies Act 2006 namely:-

Parts 1 to 39 and Parts 45 to 47 of the Companies Act 2006.

Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004;

the provisions of the Companies Act 1985 and the Companies Consolidation (Consequential Provisions) Act 1985 that remain in force.

the **articles** means the Articles of the company.

the **board** means the Board of Directors of the Company acting collectively

BID or Business Improvement District has the same meaning as in Part IV of the Local Government Act 2003

the BID Area means the area within which the Company operates the BID

the BID Levy means the charge to be levied and collected against the BID Levy Payers within the area of the BID

the BID Levy Payers means the those who are responsible for paying the BID Levy

the BID Members means those members of the Company who are non-domestic ratepayers responsible for paying the BID Levy

the BID Proposal means the plan voted for by the BID Members which sets out the objectives of the BID

clear days in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

communication means the same as in the Electronic Communications Act 2000.

electronic communication means the same as in the Electronic Communications Act 2000.

executed includes any mode of execution.

office is the registered office of the company.

local authority representatives means an individual representing a local authority

Landowners means those Associate Members who are owners of premises/property within the BID Area

Local Authorities means local council's (including Parish Councils and Town Councils)

members means BID Members and Associate Members collectively

Public Sector Members means those members of the Company consisting of Strategic Agencies or Local Authorities or such other bodies from the public sector as may be admitted as members [but who shall not be permitted voting rights in relation to any business conducted at general meetings]

Representatives means the Local Authority Representative and any representative from any Strategic Agency collectively

the Regulations means the Business Improvement Districts (England) Regulations 2004 as may be amended from time to time

Secretary means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary. The Chief Executive of the Coventry BID will act as Company Secretary for the Coventry BID Company.

Special Resolution has the meaning given by Section 283 of the Companies Act 2006

Strategic Agencies means any government body, public sector body or regional body within the UK

the **United Kingdom** means Great Britain and Northern Ireland

Voluntary Contributions means contributions paid to the Company by Associate Members [or BID Members] to be used towards securing or procuring the BID Proposal and its objectives of the Company

the Associate Members means those members of the company who are not BID Members but who make voluntary payments to the Company for the purposes of securing or procuring the objectives of the BID Proposal and the Company

the Associate Membership Agreement means an Agreement to be entered into between an Associate Member of the Company which sets out the terms of the annual subscription and/or the basis upon which voluntary payments shall be made.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof is not in force when these regulations become binding on the company.

Objects

- 2 The objects of the company for which it is established (**Objects**) are as follows:
- (a) to promote, manage, maintain and improve the BID Area, and the wider area,
 - (b) generally, to do all acts and things appropriate to a Business Improvement District and the Coventry BID Proposal.
 - (c) such other objectives of the Coventry BID Proposal as may be added to or amended from time to time in consultation with the Business Rate payers in the Coventry BID Area in accordance with the BID Legislation
 - (d) Coventry BID is committed to creating a safe and thriving city

centre, day and night, by driving up standards and ensuring the safety of workers and visitors alike. Through collaboration and impactful initiatives, it aims to build a dynamic destination where businesses grow, and visitors thrive. Together, it is shaping a stronger future for Coventry

- (e) The company has the power to do anything which is calculated to further the Objects, or which is conducive or incidental to doing so.

Limitations on distributions

- 3 The income and property of the company shall be applied solely towards the furtherance of the Objects.
- 4 No part of the income and property of the company shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any of the members PROVIDED THAT this shall not prevent any payment in good faith by the company of:
 - (a) interest on money lent to the company by any member at a rate per annum not exceeding a reasonable and proper commercial rate.
 - (b) reasonable and proper rent for premises demised or let to the company by any member.
 - (c) reasonable and proper remuneration to any member or officer of the company in return for any services actually rendered to the company.
 - (d) to any director for reasonable out-of-pocket expenses.
 - (e) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her or hers, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her or her appointment or remuneration, or that of his or her or her partner, is under discussion; Board members or directors should not leverage their position for the profit of their own business.

Members

- 5 Membership of the Company shall be determined as follows: -
 - (a) Ordinary members:
 - (i) The members shall be such other persons which the directors, in their absolute discretion, shall admit.

- (ii) BID Members – these shall consist of those BID Levy Payers who have provided written confirmation to the Company by way of an application form that they are BID Levy Payers and wish to be formally admitted as BID Members
 - (iii) Associate Members – prior to membership such members shall be required to submit an application for membership to the Board in such form as the directors shall require. Such group or person shall not be admitted as Associate Members unless first approved by the directors. Associate Members shall be required to enter into a Associate Members’ Agreement as a condition of membership
 - (b) The Board members
 - (i) The Directors as registered on Companies House
 - (ii) Only those company members who are Company Directors have voting rights in the Coventry BID company under the Act
- 6 All members agree to be bound by the obligations on them as set out in the Articles of Association of the Company and the current BID Proposal document. When acting as members they shall act at all times in the best interest of the Company.
 - 7 No person shall be admitted to membership of the Company unless an application for membership has first been delivered to the Company Secretary and approved by the Board.
 - 8 A member shall be removed as a member of the company by a passing of a resolution by those members entitled to vote at a general meeting [membership is non-transferable unless expressly authorised by the Board].
 - 9 A member shall automatically cease to be a member of the Company if the directors resolve after giving the member concerned a proper opportunity to be heard, that it is not in the interests of the Company that membership should continue
 - 10 Any Corporate body, partnership, Strategic Agency, Local Authority or unincorporated association admitted as a member of the Company shall nominate an individual to act as a representative of such body in respect of the Company from time to time and shall exercise all rights as a member provided that where such a body acts through a representative the body shall first deposit a letter of appointment of authority with the Company before such representatives shall have authority to act in respect of the Company.
 - 11 A member may at any time withdraw from the company by giving at least seven clear days’ notice to the company.

General meetings

- 12 The Company shall hold an annual meeting each year in addition to any other meetings in that year. Not more than fifteen months shall elapse between one annual general meeting of the Company and the next. The annual general meeting shall be held at such times and places as the directors shall appoint.

Notice of Meetings

- 13 An annual meeting, an extraordinary general meeting and other general meetings shall be called by at least fourteen clear days' notice

Proceedings at general meetings

- 14 No business shall be transacted at any meeting unless a quorum of six members is present.
- 15 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 the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 16 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 17 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 18 A director shall be entitled to attend and speak at any general meeting.
- 19 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.
- 20 No member shall be entitled to attend and speak at any general meeting unless all money then payable by that member to the Company has been paid.

Number and appointment of directors.

- 21 Directors shall be appointed as provided in these Articles. All directors shall be required to become members of the Company.
- 22 In exercising their powers to nominate, appoint, re-appoint, elect, re-elect, approve and dismiss directors, the directors shall seek to ensure that the Board is representative of the different business and community sectors within the Coventry BID Area and also comprise persons with a broad range of skills and who are likely to contribute to the success of the Company.
- 23 The number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than five.
- 24 The Board must approve all new Director appointments
- 25 The Board shall be entitled to invite any organisation or body to send a non-voting representative to attend and speak at meetings of the Board.
- 26 The maximum number of non-voting representatives permitted to attend meetings of the Board at any one time shall be at the discretion of the Chairman of the Board.
- 27 Directors shall not be required to retire by rotation
- 28 All Directors will need to have paid the appropriate BID levy or Associate membership amount, and the company will have the power to confirm this if necessary for any meeting
- 29 The quorum for the Board will be a minimum of a third of the current Board Membership
- 30 The Board may coopt up to 2 directors with specialist knowledge or skills.
- 31 The Chair will have a casting vote on any a split decision.

Powers of directors

- 32 Subject to the provisions of the Act, 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 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.
- 33 In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under these Articles the directors shall have the following powers, namely:
 - (a) to expend the funds of the Company in such manner as they shall

consider most beneficial for the achievement of the Objects of the Company and to invest all or any of those funds in the name of the Company as they see fit and to direct the sale or transfer of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Company;

- (b) to enter into contracts on behalf of the Company.

Delegation of directors' powers

- 34 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office 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.

Rules

- 35 The directors may from time to time make such rules or byelaws (**Rules**) as they may deem necessary or expedient or convenient for the proper conduct and management of the company and for the purposes of prescribing the classes of and conditions of membership and in particular, but without prejudice to the generality of the foregoing, they shall by such Rules regulate:
 - (a) the admission and classification of members and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the levies, fees subscriptions and other fees, charges, contributions or payments to be made by members;
 - (b) ethical standards to be observed by directors and officers of the Company on Company business;
 - (c) the conduct of members in relation to one another and to the company and to the company's servants or agents;
 - (d) the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedure is not regulated by these Articles; and
 - (e) generally, all such matters as are commonly the subject matter of company rules or regulations appropriate to a company of this type and with the Objects.
- 36 The directors must bring the Rules to the notice of the members.
- 37 The Rules shall be binding on the members.

- 38 No Rules shall be inconsistent with or shall affect or repeal anything contained in these Articles

Disqualification and removal of directors

- 39 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:
 - (i) 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
 - (ii) 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;
 - (d) he resigns his office by notice to the company; or
 - (e) 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.
 - (f) is subject to a resolution to this effect passed by a majority of the directors present at a meeting.
 - (g) Board directors must attend a minimum of 3 meetings per year. These can be in any sequence; if they do not and have not given a reasonable reason passed by the board, they will be removed from the board.

Directors' expenses

- 40 The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Directors' appointments and interests

- 41 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such

appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company.

- 42 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 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
 - (c) 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.
- 43 For the purposes of article 41:
- (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.

Directors' gratuities and pensions

- 44 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the

purchase or provision of any such benefit.]

Proceedings of directors – The Board

- 45 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors ("the Board"). It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. 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.
- 46 The quorum for the transaction of the business of the Board may be fixed by the directors and unless so fixed at any other number shall be 3. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.
- 47 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.
- 48 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 one of their number to be chairman of the meeting.
- 49 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.
- 50 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and 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; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 51 Provided he shall have disclosed his interest as required by the Act, a director may vote at any meeting of the board or at any committee of the board on any resolution notwithstanding that it in any way concerns or relates to a matter in

which he has, directly or indirectly, any kind of interest. If such director shall vote on any such resolution as aforesaid, his vote shall be counted, and in relation to any such resolution as aforesaid, he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- 52 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.
- 53 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.
- 54 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.
- 55 Amongst the functions of the Board shall be to:
- (a) define and ensure compliance with the objectives of the Company, including, without limitation the Objects;
 - (b) establish policies and plans to meet those objectives;
 - (c) approve each year's budget prior to publication;
 - (d) establish and oversee a framework for delegation and control to employees, officer committees and sub-committees (as appropriate).
 - (e) agree policies and make decisions on all matters that create a significant financial risk to the Company;
 - (f) monitor the Company's performance in relation to these plans, budgets, controls and decisions;
 - (g) appoint (and if necessary remove) the Chief Executive and any senior staff;
 - (h) from time to time as they see fit (or if required by the Regulations) arrange meetings to which the BID Members, and/or [Voluntary Members] and/or [Public Sector Members] be invited
- 56 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decisions taken by the directors.

Secretary

- 57 Subject to the provisions of the Act, the secretary shall be appointed by the directors

for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The Chief Executive of the Company can act as Company Secretary but does not have voting rights

- 58 The directors shall cause minutes to be made in books kept for the purpose -
- (i) of all appointments of officers made by the directors; and
 - (j) 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

- 59 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.

Notices

- 60 Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 61 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 this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- 62 A member present, either in person or by proxy, 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.
- 63 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence 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.

Indemnity

- 64 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 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.

Changes to the Memorandum of Articles

- 65 Any changes to the Memorandum or Articles of Association shall require the passing of a special resolution by those members entitled to vote at a general meeting.

Members Liability

- 66 The liability of the members is limited to £1 being the amount that each member undertakes to contribute to the assets of the company in the event of it being wound up while he is a member or within one year after he ceases to be a member, for:
- (a) Payment of the company's debts and liabilities contracted before he ceases to be a member;
 - (b) Payment of the costs, charges and expenses of winding up; and
 - (c) Adjustment of the rights of the contributories amongst themselves

No right to inspect accounts and other records

- 67 Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

- 68 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.