

Company number: 08649633

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**THE MARYLEBONE FORUM LIMITED**  
(incorporated on 14 August 2013)

1 London Street  
Reading  
RG1 4QW  
DX 4001 Reading 1  
t. 0118 951 6200

 Field|Seymour|Parkes  
Solicitors

## INDEX

| <b>Clause</b>   | <b>Heading</b>   | <b>Page No.</b> |
|-----------------|--|-----------------|
| 1               | Interpretation   | 3               |
| 2               | the Marylebone Area                                    | 5               |
| 3               | Liability of Members                                   | 5               |
| 4               | Objects  | 6               |
| 5               | Objectives   | 6               |
| 6               | Powers   | 7               |
| 7               | Membership   | 8               |
| 8               | Forum Committee  | 9               |
| 9               | Meetings of the Forum Committee                        | 10              |
| 10              | Voting at General Meetings                             | 12              |
| 11              | Officers   | 14              |
| 12              | Delegation by the Committee – Sub Groups and Directors | 14              |
| 13              | Directors  | 15              |
| 14              | Subscriptions and Funding                              | 19              |
| 15              | Expenses of Administration and Applications of Funds   | 19              |
| 16              | Administrative Arrangements                            | 20              |
| <br>            |  |                 |
| <b>Appendix</b> | <b>Heading</b>   | <b>Page No.</b> |
| 1               | The Marylebone Area                                    | 22              |
| 2               | Initial Forum Members                                  | 23              |

## 1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

|                           |   |
|---------------------------|---|
| “Act”                     | the Companies Act 2006;   |
| “Annual General Meeting”  | the annual general meeting of the Forum Members;  |
| “Articles”                | the Forum's articles of association for the time being in force;  |
| “bankruptcy”              | includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;   |
| “Business Day”            | any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;  |
| “Calendar Year”           | 1 January to the following 31 December;   |
| “Committee”               | the Forum committee of eligible members as detailed in Article 8;   |
| “Committee Meeting”       | a meeting of the Committee including any meetings held under Article 9;   |
| “Committee Member”        | a Forum Member who is entitled to sit on the Forum Committee under the provisions of Article 8;   |
| “Conflict”                | a situation in which a Forum Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Forum;  |
| “Conservation”            | means the process of managing change to a building or place that sustains its heritage value;   |
| “Co-ordinating Committee” | means the committee formed by the Forum Directors;  |
| “Designation”             | the obtaining of Neighbourhood Forum Status;  |
| “document”                | includes, unless otherwise specified, any document sent or supplied in electronic form;   |
| “electronic form”         | has the meaning given in section 1168 of the Act;   |
| “Eligible Director”       | a Forum Director who would be entitled to vote on the matter at a meeting of the Co-ordinating Committee (but excluding in relation to the authorisation of a Conflict pursuant to Article 13.6, any Forum Director whose vote is not to be counted in respect of the particular matter); |
| “Ex Officio”              | means a Committee Member not appointed or elected by the Forum Members to be a Committee Member but appointed as such by virtue of his/her capacity as a Ward Councillor;   |

|                                    |  |
|------------------------------------|--|
| “Forum”                            | The Marylebone Forum Limited;  |
| “Forum Director”                   | means a director of the Forum appointed by the Committee, and includes any person occupying the position of director, by whatever name called;   |
| “Forum Member”                     | a member of the Forum;   |
| “Full Forum Meeting”               | means a meeting of all those present at a meeting to which all Forum Members have been invited;  |
| “Initial Forum Members”            | means those persons listed in Appendix Two;  |
| “Marylebone Area”                  | the area known as Marylebone which has been designated a business area by Westminster City Council and is more specifically shown on the plan attached to these Articles at Appendix One and the line marking the boundaries to the area shall be deemed to be located in the centre of those roads unless otherwise marked on the plan; |
| “Meeting Chairman”                 | the chair of a particular meeting of the Forum Members in accordance with (being the chairperson or, in his absence the secretary);  |
| “Neighbourhood Development Order”  | has the meaning given in section 61E(2) of the TCPA;   |
| “Neighbourhood Development Plan”   | has the meaning given in section 38A(2) of the Planning and Compulsory Purchase Act 2004;  |
| “Neighbourhood Forum”              | means an organisation or body designated by a local planning authority as a neighbourhood forum under section 61F of the TCPA;   |
| “Neighbourhood Forum Status”       | means designation of the Forum as a Neighbourhood Forum;   |
| “ordinary resolution”              | has the meaning given in section 282 of the Act;   |
| “Recognised Amenity Society”       | means an amenity society either officially recognised by Westminster City Council or an amenity society that by virtue of its role within its area of influence is popularly recognised as the representative amenity society for the area, in case of doubt to be decided the Committee;  |
| “Recognised Business Organisation” | means an organisation recognised by Westminster City Council as representing or promoting the interests of local business within the area in case of doubt to be decided the Committee;  |
| “special resolution”               | has the meaning given in section 283 of the Act;   |
| “Sub-Group”                        | as defined in Article 12.1;  |
| “subsidiary”                       | has the meaning given in section 1159 of the Act;  |
| “TCPA”                             | means the Town and Country Planning Act 1990 (including any statutory modification or re-enactment thereof);   |

“Ward Councillors” means elected members of Westminster City Council serving any of the following wards: Marylebone High Street Ward; Bryanston and Dorset Square Ward; West End Ward; and Regents Park Ward.

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Forum.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an “Article” is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

1.5.1 any subordinate legislation from time to time made under it; and

1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Forum.

## **2 THE MARYLEBONE AREA**

2.1 The Marylebone Area covers the area boundaries in whole or in part of two existing amenity societies: the Marylebone Association and the St Marylebone Society both of whom have agreed to join a Forum serving the Area. For the avoidance of doubt the above named organisations will continue to operate in the same manner as at present and maintain their independence from each other and the Forum.

2.2 If for any reason there is at any time in the future an alteration to the Marylebone Area boundaries so as to exclude part or all of any of the above amenity societies’ boundaries the Forum shall be at liberty to change the balance of Committee Members detailed under Clause 8.3 to reflect this.

## **3 LIABILITY OF MEMBERS**

3.1 The liability of each Forum Member is limited to £1, being the amount that each Forum Member undertakes to contribute to the assets of the Forum in the event of its being wound up while he is a Forum Member or within one year after he ceases to be a Forum Member, for:

3.1.1 payment of the Forum's debts and liabilities contracted before he ceases to be a Forum Member;

3.1.2 payment of the costs, charges and expenses of the winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

## 4 OBJECTS

- 4.1 Under the TCPA the Government has provided an opportunity for those who live, work or carry on business locally to define an area and to establish an organisation or body called a neighbourhood forum for the full benefit, engagement and the future development of the community across all sections of the defined area.
- 4.2 The objects of the Forum shall be unlimited, but the Forum is primarily established for the public benefit for the following purposes:
  - 4.2.1 to promote or improve the social, economic and environmental wellbeing of the Marylebone Area by placing great value on the physical, social and economic character of the Marylebone Area and the amenities within it and applying the highest standards of architecture, planning, Conservation, urban design and city management for the benefit of the Marylebone Area; and
  - 4.2.2 to develop a Neighbourhood Plan that is appropriate having regard to national policy; contributes to the achievement of sustainable development; and is in general conformity with the strategic policies in the development plan for the Marylebone Area.

## 5 OBJECTIVES

- 5.1 The Forum reserves the right to undertake any activities permitted by the relevant neighbourhood planning provisions of the Localism Act 2011 and exercise any powers which attach to the Forum as a designated forum. This could include producing a neighbourhood plan, a neighbourhood development order, community right to build order or identifying assets of community value and any subsequent powers or responsibilities that are given to it whilst in operation.
- 5.2 The Forum may choose to comment on any plans and proposals in relation to the area to enhance it such as transport and health plans, individual planning applications and other proposals which are likely to have a significant impact on the area. It may also exercise its role in relation to the use of community infrastructure levy (CIL) funds and may produce a schedule of locally desirable community infrastructure projects.
- 5.3 The Forum aspires to use the Neighbourhood Forum processes to improve the functioning of the Marylebone Area by consulting widely on, amongst other things, ways to: protect, preserve and enhance its unique character; make the area more sustainable; have a well planned and maintained public realm which responds well to the high volumes of workers and visitors to Marylebone and the needs of local people; support efforts to reduce crime and disorder and prevent public nuisance; enhance its economic performance for local businesses and suitability for local institutions; improve quality of life for residents; and support measures which improve air quality and reduce noise nuisance.
- 5.4 The Forum aims to produce a Neighbourhood Plan, following consultation with local people and organisations and consideration of the issues raised through the consultation process, that is relevant, realistic and evidence-based, to address local issues effectively.
- 5.5 The Forum will seek at all times to act on the basis of equality between and respect for all persons regardless of gender, age, race (including ethnicity and nationality) sexual orientation, religion or belief, disability and socio-economic status.
- 5.6 The Forum is a non-political organisation to benefit residents, workers, businesses and institutions and will seek to consult with Westminster City Council, statutory bodies and other appropriate organisations/bodies on issues of local concern, including improvements to the Marylebone Area and its environment, appearance and/or amenities.

## 6 POWERS

In pursuance of the objects set out in Article 4, the Forum has the power to:

- 6.1 represent the interests of the Forum to local authorities and all other statutory authorities having responsibilities in or affecting the Marylebone Area.
- 6.2 develop an evidence base to enable key issues in the Marylebone Area to be identified and the formulation of policies and proposals to address these.
- 6.3 further to Article 6.2 above to undertake community and stakeholder engagement and consultation and undertake all necessary research, surveys and analysis and review of existing data necessary for the development of an evidence base.
- 6.4 following from the engagement outlined in Articles 6.2 and 6.3 to seek to formulate realistic and deliverable plans with the consensus and approval of the community.
- 6.5 upon achieving Neighbourhood Forum Status to do anything permitted by the TCPA including, but not limited to, submitting to the local planning authority proposals for Neighbourhood Development Orders and a Neighbourhood Development Plan provided that no application for a proposed Neighbourhood Development Order or Neighbourhood Development Plan shall be submitted to the local planning authority unless it has received the prior approval at least 75% of the Committee.
- 6.6 make surveys and prepare maps and plans and collect information in relation to any place erection or building of beauty or historic interest in or affecting the Area and to consider and if it shall seem desirable or appropriate to make representations on the development of land or buildings in or affecting the Area.
- 6.7 publish papers reports and other literature and to supply information generally but only with the approval of the Committee.
- 6.8 raise funds under terms of Article 14.
- 6.9 work in partnership with such other organisations to include voluntary bodies, charities statutory and non-statutory organisations as the Committee Members may from time to time see fit in order to further the said Objects and exchange information advice and knowledge with them.
- 6.10 employ paid staff or recruit volunteers (who shall not be Committee Members) to buy or rent premises or equipment to pay such expenses or remuneration to Forum Members including Committee Members and others as they see fit and carry out any other function necessary to facilitate the Objects that the Committee may from time to time see fit.
- 6.11 hold meetings and social events.
- 6.12 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Forum;
- 6.13 borrow and raise money in such manner as the Forum Committee shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Forum's property and assets;
- 6.14 invest and deal with the funds of the Forum not immediately required for its operations in or upon such investments, securities or property as may be thought fit;

- 6.15 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Forum Committee, affect or advance the principal objects in any way;
- 6.16 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Forum and to contract with any person, firm or company to pay the same;
- 6.17 enter into contracts to provide services to or on behalf of other bodies;
- 6.18 provide and assist in the provision of money, materials or other help;
- 6.19 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments; and
- 6.20 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in Article 4.

## **7 MEMBERSHIP**

- 7.1 Membership of the Forum is open to:
  - 7.1.1 individuals who live in the area;
  - 7.1.2 individuals who work in the area, whether for business carried on there or otherwise;
  - 7.1.3 community organisations which operate in the area through their duly appointed representatives;
  - 7.1.4 businesses, educational establishments or other entities which operate in the area through their duly appointed representatives;
  - 7.1.5 individuals who have a material and ongoing social, cultural, economic or financial interest in or involvement in the area;
  - 7.1.6 Ward Councillors.
- 7.2 The Forum shall have a minimum of 21 members.
- 7.3 Any applicant eligible for membership under Article 7.1 above and who supports the aims and objects of the Forum shall be entitled to become a member of the Forum on submission to the secretary of a request to join which provides satisfactory evidence of eligibility and provides contact details which may be used by the Forum for its lawful purposes.
- 7.4 For the avoidance of doubt individuals eligible for membership under one or more categories in Article 7.1 above will only be able to exercise one vote.
- 7.5 The Forum shall be open to groups of individuals who belong to an established body active in the area.
- 7.6 Where it is considered that membership would be detrimental to the objects and general aims and/or the activities of the Forum the Committee shall have the power to refuse membership, or may terminate or suspend the membership of any Committee or Forum Member by resolution raised at any Committee Meeting upon at least two thirds of Committee Members so voting.



- 7.7 Any Committee or Forum Member may resign from the Forum by providing the Forum secretary with written notice.

## 8 FORUM COMMITTEE

- 8.1 An even number of 12 or more Forum Members shall be appointed to the Committee. In addition Ward Councillors are entitled to sit on the Committee under the provisions of Article 8.5 below
- 8.2 The initial Committee Members shall be appointed by the Initial Forum Members. [The term of office for Forum Committee Members shall be from the date of their first appointment or election until the close of business at the next following Annual General Meeting unless they are duly proposed and re-elected at that AGM. The Forum Committee shall have the power to fill vacancies among Forum Committee Members that may arise between Annual General Meetings.](#)
- 8.3 Subject to Clause 8.4 and notwithstanding that any Forum Member may be elected to the Committee the Committee shall endeavour to ensure that its members are drawn from the following groups:
- 8.3.1 Individuals who live or work in the area to include but not limited to members of the following recognised amenity associations; the Marylebone Association and the St Marylebone Society;
- 8.3.2 Members of businesses to include but not limited to Recognised Business Organisations operating or having an interest in the Marylebone Area to include but not limited to the Baker Street Quarter, the Edgware Road Partnership and the New West End Company;
- 8.3.3 Representatives of:
- 8.3.3.1 The Howard de Walden Estate;
- 8.3.3.2 The Portman Estate; and
- 8.3.4 Major institutions working in the Marylebone Area;
- 8.3.5 Community organisations, schools hospitals and religious bodies located in the Marylebone Area;
- 8.3.6 Property owners working in the Marylebone Area;
- 8.3.7 Ward Councillors.
- 8.4 The Committee Members shall at all times be balanced equally in numbers between members referred to in Article 8.3.1 and those referred to in Article 8.3.2 to 8.3.6 inclusive and consist of:
- 8.4.1 A minimum of four members of the Marylebone Association and a minimum of two members of the St Marylebone Society for as long as each operates as a Recognised Amenity Society within the area.
- 8.4.2 A minimum of three members of the groups referred to in Article 8.3.2 for as long as each operates as a Recognised Business Organisation within the area
- 8.4.3 A minimum of one member of each of the groups referred to in Article 8.3.3.
- 8.5 Thereafter the Committee shall seek to achieve an appropriate and representative mix from the remaining groups to reflect a proportionate mix of interests and drawn from different places in the Marylebone Area. Ward Councillors shall at all times be permitted to sit on the Committee up to a maximum of one from each ward and shall sit in an ex officio capacity.

- 8.6 Subject to the terms contained in these Articles, the Committee is responsible for the management of the Forum's business, for which purpose they may exercise all the powers of the Forum.

## 9 MEETINGS OF THE FORUM COMMITTEE

- 9.1 There shall be at least ~~two~~ four meetings ("Committee Meetings") per calendar year in order to conduct the business of the Forum and approve any decisions made on its behalf by its Co-ordinating Committee. Meetings shall be called by the Forum secretary and Forum and Committee Members shall be given at least twenty eight days' notice of any Committee Meeting. Notices of meeting for the Forum Committee shall be accompanied by an agenda and papers for which approval is being sought. These documents shall be sent to all Forum Committee Members by email to their last notified email address.
- 9.2 Full Forum Meetings can be called by resolution of the Committee or at the request of ~~fifteen~~ 75% or more of Committee Members whose signed requisition shall be made in writing to the Forum secretary setting out the resolution or resolutions to be proposed at the meeting. Any such meeting shall be called to take place within thirty-five days of receipt of the requisition by the Forum secretary.
- 9.3 A quorum for any Committee Meeting shall be one half of the total number of Committee Members appointed at the time.
- 9.4 On all decisions each Committee Member listed in Articles 8.3.1 to 8.3.7 above shall have one vote on each resolution. No proxy votes shall be permissible. No other attending members shall be entitled to vote. Unless otherwise stated in these Articles all resolutions shall be passed by simple majority. In the case of an equally split vote the Forum chairperson will exercise the casting vote.
- 9.5 All Committee Meetings shall be open to attendance by any Forum Member who shall not be permitted to speak or intervene except by consent of the chairperson.
- 9.6 Decisions of the Committee shall be minuted and published by the Forum to members

### Meetings of the Forum

- 9.7 ~~The full Forum shall following Designation hold a general meeting at least once in each Calendar Year. A minimum of three Forum meetings shall be held in each calendar year of which at least one shall be a Full Forum Meeting. For the avoidance of doubt an Annual General Meeting will qualify as a Full Forum Meeting. satisfy this requirement. The minimum notice period for calling a Forum meeting shall be 28 calendar days. Notices of meeting for Forum meetings shall be accompanied by an agenda and any papers for which approval is being sought. The Forum secretary shall use his/her best efforts to send these documents to all Forum members entitled to attend, by email to their last notified email address.~~
- 9.8 At an Annual General Meeting the following business shall be transacted:
- 9.8.1 receive the Committee report;
- 9.8.2 confirm by vote the proposed Officers and Committee Members; elect or re-elect the three Officers and all members of the Forum Committee; the three Officers shall be elected or re-elected individually and not as a list;
- 9.8.3 adopt the annual accounts;
- 9.8.4 if deemed necessary appoint an auditor or auditors of the Forum who shall hold office until the next Annual General Meeting;
- 9.8.5 approve any change in the subscriptions and funding under Clause 14 for the ensuing year;

- 9.8.6 by way of resolution the full Forum shall have the power to elect, appoint or remove any Committee Member(s);
- 9.8.7 consider any other resolutions of which notice has been given to the Forum secretary pursuant to Article 9.13.2;
- 9.9 By way of resolution the Committee Members shall have the power to make rules relating to procedures for the conduct of elections and ballots for Officers and Committee Members but where no such rules have been made Officers shall be appointed under the provisions below in Article 11.
- 9.10 Decisions of the full Forum shall be by simple majority by way of show of hands. A poll (a recorded count of hands) shall be held if requested by six or more Forum Members present.
- 9.11 Attendance and speaking at general meetings
- 9.11.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 9.11.2 A person is able to exercise the right to vote at a general meeting when:
- 9.11.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 9.11.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 9.11.3 The Forum Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 9.12 Quorum for general meetings
- 9.12.1 No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 9.12.2 At least ~~eight~~ thirty Forum members must be present at the start of the Forum meeting for it to be declared quorate.
- 9.13 Votes of members
- 9.13.1 All members shall be entitled to attend general meetings, to propose motions for discussion in accordance with Article 9.13.2 and to vote.
- 9.13.2 Any Forum Member wishing to propose a motion at a ~~general Forum~~ meeting must first submit the proposed motion to the Forum secretary no less than ~~28 clear Business Days~~ 14 calendar days prior to the date of the relevant general Forum meeting, for approval by the Forum Directors. Subject to the Act, the Forum Directors may decide, in its absolute discretion, whether to include any such proposed motion in the Agenda for the meeting.
- 9.13.3 Subject to the Act, at any general meeting every Forum Member who is present in person (or by proxy) shall have one vote.
- 9.14 Attendance and speaking by Committee Members, Forum Directors and non-members
- 9.14.1 Committee Members including Forum Directors may attend and speak at general meetings.

9.14.2 The Meeting Chairman may permit other persons who are not members of the Forum to attend and speak at a general meeting, including observers from interested stakeholder groups, statutory bodies and other appropriate organisations or bodies, none of whom will be entitled to vote unless they are members.

#### 9.15 Adjournment

9.15.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Meeting Chairman must adjourn it.

9.15.2 The Meeting Chairman may adjourn a general meeting at which a quorum is present if:

9.15.2.1 the meeting consents to an adjournment, or

9.15.2.2 it appears to the Meeting Chairman that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

9.15.3 The Meeting Chairman must adjourn a general meeting if directed to do so by the meeting by ordinary resolution.

9.15.4 When adjourning a general meeting, the Meeting Chairman must:

9.15.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Forum Committee, and

9.15.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

9.15.5 If the continuation of an adjourned meeting is to take place more than 10 Business Days after it was adjourned, the Forum must give at least five clear Business Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

9.15.5.1 to the same persons to whom notice of the Forum's general meetings is required to be given, and

9.15.5.2 containing the same information which such notice is required to contain.

9.15.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## 10 VOTING AT GENERAL MEETINGS

### 10.1 Voting: general

Any resolution put to the vote of a general meeting shall be decided on a show of hands.

### 10.2 Errors and disputes

10.2.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

10.2.2 Any such objection must be referred to the Meeting Chairman whose decision is final.

### 10.3 Proxies

10.3.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

10.3.1.1 states the name and address of the Forum Member appointing the proxy;

10.3.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

10.3.1.3 is signed by or on behalf of the Forum Member appointing the proxy, or is authenticated in such manner as the Forum Directors may determine; and

10.3.1.4 is delivered to the Forum in accordance with the Articles 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 accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate,

10.3.2 and a proxy notice which is not delivered in such manner shall be invalid, unless the Forum Directors, in their discretion, accept the notice at any time before the meeting.

10.3.3 The Forum may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

10.3.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

10.3.5 Unless a proxy notice indicates otherwise, it must be treated as:

10.3.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

10.3.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### 10.4 Delivery of proxy notices

10.4.1 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Forum by or on behalf of that person. For the avoidance of doubt such a person will only be entitled to one vote and the proxy will not be permitted to vote on his behalf if he exercises his right to vote.

10.4.2 An appointment under a proxy notice may be revoked by delivering to the Forum a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

10.4.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

10.4.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

- 10.5 Amendments to resolutions
- 10.5.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 10.5.1.1 notice of the proposed amendment is given to the Forum in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Meeting Chairman may determine), and
- 10.5.1.2 the proposed amendment does not, in the reasonable opinion of the Meeting Chairman, materially alter the scope of the resolution.
- 10.5.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 10.5.2.1 the Meeting Chairman proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 10.5.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 10.5.3 If the Meeting Chairman, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Meeting Chairman's error does not invalidate the vote on that resolution.

## 11 OFFICERS

- 11.1 The following officers shall be appointed by the Committee (the "Officers"):
- 11.1.1 Forum chairperson;
- 11.1.2 Forum secretary; and
- 11.1.3 Forum treasurer.
- 11.2 ~~Each Officer shall relinquish his office on the anniversary of his appointment and shall be eligible for re-appointment at that time by the Committee Members and confirmed by way of vote at the AGM. The term of office for each Officer shall be from the date of their first appointment or election until the close of business at the next following Annual General Meeting unless they are duly proposed and re-elected at that AGM.~~
- 11.3 In the event that any appointment of an Officer is contested the Committee Members shall vote and appoint the candidate with the majority of votes the chairperson to exercise the casting vote in the case of a split vote.
- 11.4 Officers shall take office immediately upon declaration of the result. The Committee shall have the power to fill vacancies among Officers that occur from time to time. The Committee shall have the power to fix remuneration for the Officers and auditors and any other members that carry out work for the Forum at such levels as they see fit.
- 11.5 The secretary shall:
- 11.5.1 be responsible for organising meetings of the Co-ordinating Committee (if applicable), the Forum Committee and the Forum Members, maintaining the minutes and making them available to all members within 15 Business Days of a meeting; and
- 11.5.2 chair meetings of the Co-ordinating Committee (if applicable), the Forum Committee and the Forum Members if the chairperson is absent.
- 11.6 The treasurer shall:

- 11.6.1 be responsible for maintaining the accounts of the Forum;
- 11.6.2 be responsible for presenting the accounts for the previous financial period to the members at the Annual General Meeting; and
- 11.6.3 submit a summary of the accounts to the Forum Directors together with appropriate financial projections every quarter.

## 12 DELEGATION BY THE COMMITTEE – SUB GROUPS AND DIRECTORS

- 12.1 The Committee shall have the power to appoint sub-committees and or working parties ("Sub-Groups") which may or may not be composed of Committee Members. Sub-Groups shall report directly to the Committee on matters of interest to the Forum. The Committee may choose to nominate any of the groups in Articles 8.3.4 to 8.3.6 to represent the Forum by way of the provisions of Article 12.1 rather than as Committee Members.
- 12.2 Sub-Groups shall be subordinate to and may be regulated or dissolved by the Committee.
- 12.3 The Committee may delegate powers on specific matters to such Sub-Groups, Committee Members, Forum Members or persons as might be deemed appropriate including administrative support from a third party.
- 12.4 Sub-Groups to which the Committee delegates any of its powers must follow procedures which are based as far as possible on those provisions of the Articles which govern the taking of decisions by the Committee.
- 12.5 The Committee may make rules of procedure for all or any Sub-Groups which prevail over rules derived from the Articles if they are not consistent with them.
- 12.6 Not later than 28 days after each Annual General Meeting, the Committee must appoint, or confirm, an even number of elected Committee Members but no less than six and up to a maximum of 50% as directors of the Marylebone Forum. The Committee shall also have the power to fill vacancies among Forum Directors that may arise between Annual General Meetings.
- 12.7 In the event that any appointment of a Forum Director is contested the Committee Members shall vote and appoint the candidate with the majority of votes, the Forum chairperson to exercise the casting vote in the case of a split vote.
- 12.8 In appointing the Forum Directors the Committee will seek to achieve where practicable a balance that reflects as near as possible the requirements above of Clause 8.3.
- 12.9 The Committee shall appoint the Forum chairperson, the ~~and~~ Forum secretary and the Forum treasurer as Forum Directors.
- 12.10 The Forum Directors shall hold a minimum of one board meeting per Calendar Year. The quorum for any meeting of the Forum Directors shall be five ~~50% of the number of~~ Forum Directors presently appointed. For the avoidance of doubt a meeting of the Committee will satisfy this condition if the minimum number of Forum Directors are present but the meeting should be minuted accordingly to show this.
- 12.11 The Forum Directors may choose to form a sub-committee for the management and administration of the Forum's affairs (the "Co-ordinating Committee"). If the Directors exercise this option all Directors would be eligible to sit on this sub-committee. For the avoidance of doubt clauses 12.5 and 12.6 would apply to this sub-committee.

## 13 DIRECTORS

- 13.1 A person ceases to be a Forum Director as soon as:

- 13.1.1 he or she retires at an Annual General Meeting;
  - 13.1.2 that person ceases to be a Forum Director by virtue of any provision of the Act or is prohibited from being a director by law;
  - 13.1.3 a bankruptcy order is made against that person;
  - 13.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 13.1.5 a registered medical practitioner who is treating that person gives a written opinion to the Forum stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
  - 13.1.6 notification is received by the Forum from the Forum Director that the Forum Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 13.2 Directors participate in a Co-ordinating Committee meeting, or part of a Co-ordinating Committee meeting, when:
- 13.2.1 the meeting has been called and takes place in accordance with the Articles, and
  - 13.2.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
  - 13.2.3 In determining whether directors are participating in a Co-ordinating Committee meeting, it is irrelevant where any Forum Director is or how they communicate with each other.
  - 13.2.4 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
  - 13.2.5 Subject to the Articles, the Co-ordinating Committee may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated by the Co-ordinating Committee.
  - 13.2.6 The Co-ordinating Committee may permit other persons who are not directors to attend and speak (but not vote) at meetings of the Co-ordinating Committee.
- 13.3 Calling a Co-ordinating Committee meeting
- 13.3.1 The chairperson may call a Co-ordinating Committee meeting by giving not less than 10 clear Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the secretary to give such notice.
  - 13.3.2 Notice of any Co-ordinating Committee meeting must indicate:
    - 13.3.2.1 an agenda;
    - 13.3.2.2 its proposed date and time;
    - 13.3.2.3 where it is to take place; and
    - 13.3.2.4 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
  - 13.3.3 Notice of a Co-ordinating Committee meeting shall be given to each Forum



Director in writing or by electronic form.

13.4 Quorum for Co-ordinating Committee meetings

13.4.1 [The quorum for any meeting of the Co-ordinating Committee shall be five Co-ordinating Committee members.](#) If a quorum ~~pursuant to Articles 12-11 above~~ is not present within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for five Business Days at the same time and place.

13.4.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 13.6.1 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (defined in Article 13.6.1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

13.4.3 If the total number of directors in office for the time being is less than the quorum required, the Co-ordinating Committee must not take any decision other than a decision:

13.4.3.1 to appoint further directors; or

13.4.3.2 to call a general meeting so as to enable the members to appoint further directors.

13.5 Voting at Co-ordinating Committee meetings

13.5.1 All decisions made at any meeting of the Co-ordinating Committee shall be made by simple majority.

13.5.2 If the numbers of votes for and against a proposal at a meeting of the Co-ordinating Committee are equal, the chairperson or other Forum Director chairing the meeting shall have a casting vote.

13.5.3 Article 13.4 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairperson or other Forum Director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

13.6 Directors' Conflicts of interest

13.6.1 The Forum Directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any Forum Director which would, if not authorised, involve a Forum Director (an "Interested Director") breaching his duty under section 175 of the Act to avoid conflicts of interest.

13.6.2 Any authorisation under this Article 13.6 shall be effective only if:

13.6.2.1 the matter in question shall have been proposed by any Forum Director for consideration in the same way that any other matter may be proposed to the Forum Directors under the provisions of these Articles or in such other manner as the Forum Directors may determine;

13.6.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

13.6.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

13.6.3 Any authorisation of a Conflict under this Article 13.6 may (whether at the time of giving the authorisation or subsequently):

13.6.3.1 extend to any actual or potential conflict of interest which may

reasonably be expected to arise out of the matter or situation so authorised;

- 13.6.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Forum Directors or otherwise) related to the Conflict;
  - 13.6.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Forum Directors in relation to any resolution related to the Conflict;
  - 13.6.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Forum Directors think fit;
  - 13.6.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Forum Director) information that is confidential to a third party, he shall not be obliged to disclose that information to the Forum, or to use it in relation to the Forum's affairs where to do so would amount to a breach of that confidence; and
  - 13.6.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Forum Directors and be excused from reviewing papers prepared by, or for, the Forum Directors to the extent they relate to such matters.
- 13.6.4 Where the Forum Directors authorises a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Forum Directors in relation to the Conflict.
- 13.6.5 The Forum Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 13.6.6 A Forum Director is not required, by reason of being a Forum Director (or because of the fiduciary relationship established by reason of being a Forum Director), to account to the Forum for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Forum Directors in accordance with these Articles or by the Forum in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 13.6.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Forum Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Forum:
- 13.6.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Forum or in which the Forum is otherwise (directly or indirectly) interested;
  - 13.6.7.2 shall be an Eligible Director for the purposes of any proposed decision of the Forum Directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
  - 13.6.7.3 shall be entitled to vote at a meeting of Forum Directors (or of a committee of the directors) or participate in any unanimous

decision, in respect of such existing or proposed transaction or arrangement in which he is interested;

13.6.7.4 may act by himself or his firm in a professional capacity for the Forum (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Forum Director;

13.6.7.5 may be a Forum Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Forum is otherwise (directly or indirectly) interested; and

13.6.7.6 shall not, save as he may otherwise agree, be accountable to the Forum for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

#### 13.7 Records of decisions to be kept

Where decisions of the Forum Directors are taken by electronic means, such decisions shall be recorded by the secretary in permanent form, so that they may be read with the naked eye.

#### 13.8 Deadlock resolution

13.8.1 If at a properly convened meeting of the Co-ordinating Committee there is no quorum at the meeting and no quorum at the meeting when it is reconvened following an adjournment pursuant to Article 13.4.1 (a "Deadlock"), the chairperson shall, within 10 Business Days following the date of the adjourned meeting, convene a general meeting of the Forum to resolve the matter giving rise to the Deadlock.

13.8.2 If a Deadlock cannot be resolved at the general meeting called for the purpose of resolving it, the Forum shall be wound up.

### 14 SUBSCRIPTIONS AND FUNDING

14.1 A subscription or single contribution may be raised from the Forum Members for such sum or sums with such discounts as shall be recommended from time to time by the Committee and approved at a Committee or a Full Forum Meeting. Any such subscription or contribution shall be entirely voluntary and non-payment shall not affect any membership of the Forum.

14.2 In addition the Forum shall be at liberty to seek, procure or accept funding from those corporations entities individuals and institutions that wish to further the Objects and Aims provided that this is permitted by law.

### 15 EXPENSES OF ADMINISTRATION AND APPLICATIONS OF FUNDS

15.1 The Committee shall out of the funds of the Forum pay all proper expenses of administration and management of the Forum. After the payment of the administration and management expenses and the setting aside to reserve of such sums as may be deemed expedient the remaining funds of the Forum shall be applied by the Committee in furtherance of the purposes of the Forum.

15.2 The Forum Treasurer shall keep account of all monies received by and expended on behalf of the Forum and shall prepare accounts annually. These shall show the income and expenditure for the year and a balance sheet of assets and liabilities at

the end of the year and shall be presented at the Annual General Meeting for adoption by the Forum. Any payments made to Forum Members or their businesses in accordance with Articles 6.10 or 11.4 shall be itemised and disclosed in the annual accounts.

- 15.3 A bank account shall be opened on behalf of the Forum and all drawings on such account shall require the signature of one Officer for amounts up to and including £500 and the signatures of one Officer and one other Committee Member for amounts exceeding £500. Any expenditure over £5000 shall be first approved at a Committee Meeting or a meeting of the Co-ordinating Committee. The foregoing amounts may be varied from time to time as may be decided by the Committee.

## 16 ADMINISTRATIVE ARRANGEMENTS

- 16.1 Means of communication to be used:

16.1.1 all correspondence between the Forum and the members shall be in writing or by electronic form;

16.1.2 the Forum may communicate through a website information regarding the Forum, the Articles, ~~minutes of Co-ordinating Committee meetings~~ and ways of joining as a Forum Member; the minutes, if any, of Forum meetings and meetings of the Forum Committee, the Forum Directors and the Co-ordinating Committee shall be posted on the Forum's website within seven days from their approval;

16.1.3 any notice, document or other information shall be deemed served on or delivered to the intended recipient if properly addressed and sent or supplied by electronic form, one hour after the document or information was sent or supplied;

16.1.4 for the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day;

16.1.5 in proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

- 16.2 Indemnity and insurance

16.2.1 Subject to Article 16.2.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

16.2.1.1 each relevant officer shall be indemnified out of the Forum's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Forum's (or any associated company's) affairs; and

16.2.1.2 the Forum may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 16.2.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 16.2.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.
- 16.2.3 The Forum Committee may decide to purchase and maintain insurance, at the expense of the Forum, for the benefit of any relevant officer in respect of any relevant loss.
- 16.2.4 In this Article:
  - 16.2.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - 16.2.4.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Forum, any associated company or any pension fund or employees' share scheme of the Forum or associated company; and
  - 16.2.4.3 a “relevant officer” means any Forum Director or other officer of the Forum but excluding in each case any person engaged by the Forum (or associated company) as auditor (whether or not he is also a Forum Director or other officer), to the extent he acts in his capacity as auditor
- 16.3 Amendments
  - 16.3.1 In any provisions of these Articles conflict with the intentions or wording of the TCPA, the Act or any other enabling legislation or regulations made under it the said legislation shall take precedence and the Articles shall be deemed amended accordingly.
  - 16.3.2 The Articles may other be amended by a 75% majority at a Full Forum Meeting provided that 28 days' notice of the proposed amendments have been given to the Forum Members.
- 16.4 Winding up
  - 16.4.1 The Forum may be dissolved by a two-thirds majority of the full Forum present at a general meeting or an Annual General Meeting provided that twenty-eight days' notice of the proposed winding up shall have been given to the Forum Members.
  - 16.4.2 In the event of the winding up of the Forum the Committee shall decide on the distribution of any available funds and assets of the Forum, the remaining surplus to be donated to local community based organisation(s) nominated by the Committee

**APPENDIX ONE**  
**The Marylebone Area**

**APPENDIX TWO**  
**Initial Forum Members**