



DEVON & SOMERSET FIRE & RESCUE AUTHORITY

REPORT REFERENCE NO.	DSFRA/10/19
MEETING	DEVON & SOMERSET FIRE & RESCUE AUTHORITY
DATE OF MEETING	30 JULY 2010
SUBJECT OF REPORT	SOUTH WEST FIRE CONTROL LTD. COMPANY CONSTITUTION
LEAD OFFICER	Clerk to the Authority
RECOMMENDATIONS	<i>That the Authority representative appointed to attend, on behalf of the Authority, the Company's Annual General Meeting in 2010 be mandated to vote at that meeting in favour of the proposed changes to the Company constitution as outlined in this report and required to ensure compliance with the provisions of the Companies Act 2006.</i>
EXECUTIVE SUMMARY	<p>This report advises the Authority of proposed changes to the constitution of South West Fire Control Ltd, the Local Authority Controlled Company (LACC) with overall governance responsibility for South West Fire Control Ltd. The changes are of a technical nature designed to ensure compliance with the requirements of the Companies Act 2006.</p> <p>Although a matter for the Company to consider initially by the Company's Board of Directors at its September 2010 meeting, the proposed changes will subsequently require approval at the Company's Annual General Meeting to be held later this year and to which this Authority is entitled to nominate a representative to attend, speak and vote on its behalf.</p>
RESOURCE IMPLICATIONS	Nil.
EQUALITY IMPACT ASSESSMENT	Not applicable
APPENDICES	A. Articles of the Company as revised (using "track changes").
LIST OF BACKGROUND PAPERS	Nil.

1. BACKGROUND

- 1.1 South West Fire Control Ltd. was established as a Local Authority Controlled Company (LACC) in 2007 to exercise overall governance responsibility for the South West Regional Fire Control. At that time, the Company was established as a company limited by guarantee under the Companies Acts 1985 and 1989, with its own Memorandum and Articles of Association as drafted by the legal firm of Bond Pearce. As a participant in the company, the Devon & Somerset Fire & Rescue Authority is eligible to appoint one of its Members as a Company Director. This is currently Councillor John Woodman. Additionally, the Authority is entitled to nominate one of its Members to attend the Company's Annual General Meeting to speak and vote on its behalf. The Authority, at its Annual Meeting on 28 May 2010, nominated Councillor Boyd in this capacity (Minute DSFRA/6(e) refers).
- 1.2 Since the Company's establishment, however, the final provisions of the Companies Act 2006 came into force (with effect from 1 October 2009). Consequently, the company has once again engaged the services of Bond Pearce to advise on the implications of this legislation for its constitution.
- 1.3 The changes to the Company constitution are of a technical nature required to ensure full compliance with the requirements of the Companies Act 2006. Attached at Appendix 1 are the current Articles, revised where necessary to ensure compliance with the 2006 Act. The revisions are shown using "track changes".
- 1.4 The Company will initially be considering the proposed changes at its Board meeting in September 2010 but ultimately the changes will require approval at the Company's Annual General Meeting to be held later in the year and to which, as previously mentioned, this Authority is entitled to nominate someone to attend, speak and vote on its behalf. Consequently, legal advice has been sought on the proposed changes. This advice has confirmed that the changes are of a technical nature designed only to secure compliance with the new Act and which, if implemented, would have neither a detrimental nor advantageous effect on the interests of this Authority.
- 1.5 The remainder of this report sets out a commentary provided by the Company Secretary on the main changes proposed to the constitution.

2. COMMENTARY

- 2.1 The first point to make is that the Company's constitution is now a single document. The former Memorandum of Association is treated as part of the Articles. The provisions of the Memorandum have been transferred and incorporated into the Articles.
- 2.2 The changes in Article 1 are ones of definition primarily to reflect current statutory references.
- 2.3 The provisions in Articles 7-9 are those which were previously in the Memorandum dealing with members' liabilities.
- 2.4 Extraordinary general meetings are no longer referred to as such. They are simply general meetings. Article 11 reflects the provisions of the Act enabling members to call general meetings.

- 2.5 Annual General Meetings (AGMs) and general meetings may now be called at 14 clear days' notice rather than 21 as hitherto. Advantage of this is taken in Article 13.
- 2.6 Two new Articles have been added at 19 and 23. The former is designed to give flexibility in the arrangements for general meetings (e.g. by the use of teleconferencing). The latter enables others, including observers, to attend and speak at the discretion of the Chairman.
- 2.7 Changes to the voting provisions in Articles 33-39 have been made to comply with the Act.
- 2.8 Articles 40-42 are new. Based on Model Articles, they are designed to supplement the common law on amendments to resolutions at general meetings.
- 2.9 Article 44 is new and will enable any future change of Company name to be made by the Board rather than at a general meeting.
- 2.10 The purpose of the change in Article 46 is to make it clearer who would be a non-fire and rescue authority director, were the Company to appoint one. The changes in Articles 48-52 ensure that non-fire and rescue authority directors are unable to appoint Alternates.
- 2.11 Article 57 has been changed to aid clarity.
- 2.12 Article 58 permits non-fire and rescue authority directors to be remunerated. The provisions of Articles 60 (appointment of a managing director or other executive officer) and 66 (gratuities and pensions) have been clarified so that it is explicit that they apply only to a non-fire and rescue authority director.
- 2.12 Directors' interests were the subject of a previous paper to the Board. Articles 61-65 encompass the requirements of company law and of the Code of Conduct for Members of Local Authorities.
- 2.13 The change in Article 68 clarifies that a Chairman cannot use a casting vote if he/she is debarred from participating in a matter because of a conflict of interest.
- 2.14 The Company's objects, previously contained in the Memorandum of Association, are now set out in Article 77. As a consequence, future changes to them will be easier to make, requiring only a special resolution of the Members.
- 2.15 The Act prescribes that minutes, etc shall be kept for at least ten years. This is now reflected in Article 78.
- 2.16 The changes in Articles 81-84 regarding notices are in line with the wording of the Act.
- 2.17 Articles 85 and 86 reflect the provisions of the Act regarding indemnities and insurances.

3. CONCLUSION

- 3.1 Adoption of the changes set out in the Appendix will provide the Company with a constitution which is fully compliant with current company law and the law relating to LACCs, and with a document which can more easily be kept up-to-date. The Company's Board will be considering these changes at its meeting in September. It is open to the Company to reject these changes, but that is felt to be highly unlikely given their technical nature designed to ensure compliance with current legislation. Consequently the Authority is invited to consider the contents of this report with a view to – on the basis that the Company's Board recommends approval of the changes at its September meeting - mandating its appointed nominee to vote in favour of the proposed changes at the Board's Annual General Meeting to be held later in 2010.

M PEARSON
Clerk to the Authority

The Companies ~~Acts 1985 and 1989~~ Act 2006

Company limited by Guarantee

*Articles of Association
of South West Fire Control ~~Service~~ Limited*

Interpretation

1 In these articles:

~~the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.~~

the Act means the Companies Act 2006.

Applicable Law means any applicable law (whether criminal, civil or administrative), whether common law, judgment, court order, statute, statutory instrument, regulation, directive, European Community decision (insofar as legally binding) by-law or treaty.

Area means the area set out in ~~paragraph 3~~ Article 77(a) of the ~~Memorandum of Association~~ Articles.

these **articles** means these articles of association of the ~~e~~Company whether as originally adopted or as altered from time to time by the requisite resolution of the Members.

bankrupt includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

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.~~

the **Company** means South West Fire Control ~~Service Limited~~ Limited.

Companies Acts means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Company.

director means a director of the Company, being both Non Fire and Rescue Authority Directors and Fire and Rescue Authority Directors including his alternate properly appointed.

elected member means a person who is a member of a Fire and Rescue Authority.

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

executed includes any mode of execution.

Financial Year means the period of 12 months expiring on 31 March in each year or such other date as the Members may from time to time determine.

~~Local Authorities Order means the Local Authorities (Companies) Order 1995.~~

~~Local Government Act means the Local Government Act 1972.~~

Fire and Rescue Authorities means fire and rescue authorities under the Fire and Rescue Services Act 2004 and reference to **Fire and Rescue Authority** shall be to any of them.

Fire and Rescue Authority Directors means the directors appointed by the Members pursuant to Article ~~36~~46 (otherwise than by an ordinary resolution of the Members) and reference to **Fire and Rescue Authority Director** shall be to any of them.

Local Authorities Order means the Local Authorities (Companies) Order 1995 or such Order regarding local authority controlled entities as may be made under the provisions of the Local Government and Public Involvement in Health Act 2007.

Local Government Act means the Local Government Act 1972.

Members means the members of the Company from time to time and the reference to **Member** shall be to any one of them.

Non Fire and Rescue Authority Director means a director of the Company that is appointed by an ordinary resolution in accordance with Article 46 and not appointed by a Member as their Fire and Rescue Authority Director and reference to a Non Fire and Rescue Authority Director shall be to any of them.

Observer means any person authorised to attend a general meeting or a meeting of the Board pursuant to article ~~9~~12 or article ~~57~~67.

office the registered office of the Company.

ordinary resolution has the meaning given to it in section 282 of the Act.

the **seal** means the common seal of the Company.

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.

special resolution has the meaning given to it in section 283 of the Act.

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

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the ~~Act~~Companies Acts but excluding any statutory modification thereof not in force when these articles become binding on the Company.

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

A reference in these articles to an article is reference to the relevant article of these articles, unless expressly provided otherwise.

Members

- 2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be Members of the Company.

- 3 With the exception of the Council of the Isles of Scilly any Fire and Rescue Authority in the Area shall be entitled to apply for membership and upon application shall be admitted to membership. In the case of the Council of the Isles of Scilly it shall be admitted to membership provided their application is approved by the unanimous consent of the Members. No person shall be admitted as a Member of the Company if they are also a member of another company of the like nature and objects of the Company. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Members shall require.
- 4 A person shall automatically cease to be a Member immediately on the happening of any of the following events:
- (a) if by not less than 6 calendar months written notice to the Company to expire at the end of the Company's Financial Year that Member resigns its membership; or
 - (b) if that Member ceases to be a Fire and Rescue Authority or becomes a member of another company of like nature and objects to that of the Company.
- ~~5~~ ~~5~~ Notwithstanding articles 3 and 6, a Fire and Rescue Authority which takes the place of one or more of the Members shall, unless it is a member of another company of the like nature and objects of the Company, be entitled to apply for and be admitted as a Member of the Company.
- ~~6~~ ~~6~~ The rights and privileges of a Member shall not be transferable or transmissible by operation of law to any person who is not a Member.

Members' Liability

- 7 The liability of the Members is limited.
- 8 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a Member, or within one year after it ceases to be a Member, for payment of the debts and liabilities of the Company contracted before it 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, such amount as may be required not exceeding one pound.
- 9 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the then current Members of the Company on a pro rata basis by reference to the amount of expenditure incurred by such Member.

General meetings

- 10** ~~7~~The Company shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. The Company shall hold its first annual general meeting within 18 months of its incorporation. All general meetings other than annual general meetings shall be called **extraordinary** general meetings.
- 11** ~~8~~The directors may call general meetings ~~and~~. The directors must, on the requisition of ~~not less than 2~~ Members who represent at least ten percent of the total voting rights of all the members having a right to vote at general meetings, ~~shall forthwith~~ proceed to convene an extraordinary general meeting for within twenty-one days from the date on which the Member so requests, to be held on a date not later more than twenty-eight weeks days after ~~receipt~~ the date of notice convening the requisition-meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Company may call a general meeting.
- 12** ~~9~~Any Member shall be entitled to invite any one or more persons (each an **Observer**) to attend, in observer capacity, any general meeting of the Company. Any Observer admitted to a general meeting may be required to leave the meeting upon a resolution of a majority of the Members but may be readmitted upon a further like resolution.

Notice of general meetings

- 13** ~~10~~An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least ~~twenty-one~~ fourteen clear days' notice. All other **extraordinary** general meetings shall also be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- a)** ~~(a)~~ in the case of an annual general meeting, by all the Members entitled to attend and vote at that meeting; and
 - b)** ~~(b)~~ in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety ~~five~~ per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Members and to the directors and the auditors.

- 14** ~~11~~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 or any resolution passed at that meeting.

Proceedings at general meetings

- 15** ~~12~~ Each Member, for so long as it remains a Member of the Company, shall be entitled to appoint an authorised representative to attend, speak and vote on their behalf at general meetings and reference to the "Members" in these articles shall be construed accordingly.
- 16** ~~13~~ No business shall be transacted at any meeting unless a quorum is present. Such number of Members as represents not less than two thirds of all Members entitled to vote upon the business to be transacted, or a proxy for such Member, shall be a quorum.
- 17** ~~14~~ 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.
- 18** ~~15~~ Any Member may participate in a general meeting by means of a conference telephone or similar communications system whereby all persons participating in the meeting can hear and address each other and participation in a general meeting in this manner shall be deemed to constitute presence at such meeting for all purposes including that of establishing a quorum. A general meeting held by such means shall be deemed to take place where the largest group of participants in number is assembled. In the absence of such a majority the location of the Members' chairman shall be deemed to be the place of the general meeting.
- 19** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 20** ~~16~~ The chairman, if any, of the board of directors or in his or her 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 or she shall be chairman.
- 21** ~~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.
- 22** ~~18~~ A director shall, notwithstanding that he or she is not a Member, be entitled to attend and speak at any general meeting.
- 23** The Chairman of the meeting may permit other persons, including Observers, who are not Members of the Company to attend and speak at a general meeting.

24 ~~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. This notice shall be given to the same persons to whom notice of the Company's general meetings is required to be given and the notice must contain such information which such notice of a general meeting is required to contain. Otherwise it shall not be necessary to give any such notice.

25 ~~20~~A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded in accordance with the Articles. Subject to the provisions of the Act, a poll may be demanded:

a) ~~(a)~~ by the chairman; or

b) ~~(b)~~ by at least two Members having the right to vote at the meeting; or

c) by a Member or Members representing not less than one tenth of the total voting rights of all Members entitled to vote on the resolution

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

26 ~~21~~Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

27 ~~22~~The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

28 ~~23~~A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29 ~~24~~In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.

- 30** ~~25~~ A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 31** ~~26~~ No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 32** ~~27~~ A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Votes of Members

- 33** ~~28~~ On a show of hands every Member who is present in person or by proxy shall have one vote. ~~On, unless the proxy is himself a Member entitled to vote, and on~~ a poll every Member present in person or by proxy shall have one vote.
- 34** ~~29~~ No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 35** ~~30~~ The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) =

"South West Fire Control ~~Service~~ Limited

I/We, ** , of ** , being a member/members of the above-named company, hereby appoint ** of ** , or failing him, ** of ** , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/~~extraordinary~~ general meeting of the company to be held on ** , and at any adjournment thereof.

Signed on ** ."

- 36** ~~31~~ Where it is desired to afford Members an opportunity of instructing the proxy how he or she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) =

"South West Fire Control ~~Service~~ Limited

I/We, ** , of ** , being a member/members of the above-named company, hereby appoint ** of ** , or failing him, ** of ** , as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/~~extraordinary~~ general meeting of the company, to be held on ** , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No.2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed this ** day of ** ."

37 **An instrument appointing a proxy shall be deemed to include the right to attend, speak, vote and to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.**

38 ~~32~~-The appointment of a proxy and any authority under which it is executed or a copy of such authority certified as a true and accurate copy of the original or in some other way approved by the directors may-

a) ~~(a)~~-in the case of an instrument in writing, be deposited at the office, or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

b) ~~(b)~~-in the case of an appointment contained in ~~an electronic~~ communication **sent by electronic means**, where an address has been specified for the purpose of receiving **a communication sent by** electronic ~~communications~~**means**:

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the Company in relation to the meeting, or

(iii) in any invitation contained in ~~an electronic~~ communication **sent by electronic means** to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

c) ~~(c)~~-in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

d) ~~(d)~~ where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this article and the next, "address", in relation to a communication sent by electronic ~~communications~~means, includes any number or address used for the purposes of such communications. In the calculation of the periods mentioned in this article, no account shall be taken of any part of a day that is not a working day.

39 ~~33~~-A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in ~~an electronic~~ communication sent by electronic means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Amendments to resolutions

40 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

a) notice of the proposed amendment is given to the Company 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 chairman of the meeting may determine), and

b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

41 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

42 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Conduct of the Company's affairs

43 ~~34~~ The Members shall exercise all voting rights held by them in relation to the Company so as to procure (insofar as they are able by the exercise of such rights) that:

a) ~~(a)~~ the Company fully complies with any obligations which from time to time it may have pursuant to Applicable Law, including the Local Government Act, Local Authorities Order and the Act, including but not limited to:

- (i) the requirement to state in all relevant documents that the Company is controlled by the relevant Fire and Rescue Authorities, as required by the Local Authorities Order;
- (ii) the requirement to obtain the Audit Commission's consent to the appointment of the Company's auditor as required by the Local Authorities Order; and
- (iii) the requirement, until the expiry of the period of four years beginning with the date of the meeting, to make available for inspection by any member of the public, a copy of the minutes of any General Meeting of the Company as required by the Local Authorities Order. In accordance with the Local Authorities Order, no copies of minutes are to be made available which include any matter the disclosure of which would be in breach of any enactment, or of an obligation owed to any person;

b) ~~(b)~~ the activities of the Company are at all times consistent with the functions which may be performed by the Members in their respective capacities as public sector bodies and who for the avoidance of doubt in accordance with their statutory duties shall not exercise any degree of day to day control over the Company's affairs.

Change of Name

44 The Company may change its name by resolution of the board of directors, and such resolution shall include the consent of at least one Fire and Rescue Authority Director,

Number of directors

45 ~~35~~ Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum.

- 46** ~~36~~ Each Member shall be entitled for so long as it is a Member of the Company to appoint one director as that Member's Fire and Rescue Authority Director and may at any time remove such person and appoint another person in his or her place. Any person so appointed as a Fire and Rescue Authority Director shall be an employee, officer or elected member of the Member making the appointment. Any other director (a Non Fire and Rescue Authority Director) shall be appointed and removed by ordinary resolution of the Members, provided that the directors will be entitled to make recommendations to the Members regarding the appointment of any person as a director. Any appointment or removal of a Fire and Rescue Authority Director by a Member under this article shall take effect on and from the date on which notice in writing thereof is lodged at the office or delivered to the secretary or to a meeting of the directors.
- 47** ~~37~~ Removal of a Director shall be deemed to take place in any of the circumstances specified in article ~~47~~57.

Alternate directors

- 48** ~~38~~ Any Fire and Rescue Authority Director (other than an alternate director) may appoint any other director or any person who is an employee, officer or elected member of the appointing director's Fire and Rescue Authority to be an alternate director and may remove from office an alternate director so appointed by him. The appointment of an alternative director under this article by a Fire and Rescue Authority Director may only take place following written notification approving the appointment being made to the secretary by the relevant Member. The relevant Member may in addition remove from office an alternate director approved by it.
- 49** ~~39~~ An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his or her appointor is a member, to attend and vote at any such meeting at which the ~~director~~Fire and Rescue Authority Director appointing him is not personally present, and generally to perform all the functions of his or her appointor as a director in his or her absence but shall not be entitled to receive any remuneration from the Company for his or her services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
- 50** ~~40~~ An alternate director shall cease to be an alternate director if his or her appointor ceases to be a ~~director~~Fire and Rescue Authority Director; but, if a ~~director~~Fire and Rescue Authority Director retires but is reappointed as a Fire and Rescue Authority Director or deemed to have been reappointed at the meeting at which he or she retires, any appointment of an alternate director made by him which was in force immediately prior to his or her retirement shall continue after his or her reappointment.
- 51** ~~41~~ Any appointment or removal of an alternate director shall be by notice to the secretary signed by the ~~director~~Fire and Rescue Authority Director making or revoking the appointment or in any other manner approved by the directors.

52 ~~42~~ Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his or her own acts and defaults and he or she shall not be deemed to be the agent of the ~~director~~ Fire and Rescue Authority Director appointing him.

Powers of directors

53 ~~43~~ Subject to the provisions of the Act, ~~the memorandum~~ and these articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

54 ~~44~~ The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of its powers.

Delegation of directors' powers

55 ~~45~~ 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~~ directors shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

Retirement of directors

56 ~~46~~ The directors shall not be required to retire by rotation.

Disqualification and removal of directors

57 ~~47~~ The office of a director shall be vacated if:

- a)** ~~(a)~~ he or she ceases to be a director by virtue of any provision of the Act or he or she becomes prohibited by law from being a director; or
- b)** ~~(b)~~ he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- c)** ~~(c)~~ he or she is, or may be, suffering from mental disorder and either:

- (i) ~~he or she 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~~ a registered medical practitioner who is treating that person gives a written opinion to the Company 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
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- d) ~~(d)~~ he or she resigns the office by notice to the Company; or
- e) ~~(e)~~ he or she shall for more than six consecutive months have been absent without permission of the directors from any meetings of directors held during that period and the directors resolve that the office be vacated, though if no meetings have been held during that six month period this article shall not apply; or
- f) ~~(f)~~ he or she is directly or indirectly interested in any ~~contract~~proposed or existing transaction or arrangement with the Company and, in the opinion of the directors (acting reasonably) (including on recommendation by the secretary) has failed to declare his or her interest in the manner required by the Act and these articles or any other statutory requirement which may apply to that director; or
- g) ~~(g)~~ in the case of a Fire and Rescue Authority Director, the Member who appointed him or her ceases to be a Member; or
- h) ~~(h)~~ in the case of a Fire and Rescue Authority Director, he or she ceases to be an employee, officer or elected member of the Member who appointed him or her, and in the case of ceasing to be an elected member of a Member whether by disqualification or otherwise; or
- ~~(i) — in the case of a Fire and Rescue Authority Director, who is an elected member, he or she ceases to be an elected member of the Member who appointed him or her or is disqualified from such membership; or~~
- i) ~~(j)~~ he or she is validly removed from office by the Members pursuant to article ~~36~~46 or, in the case of a Fire and Rescue Authority Director, by the Member who appointed him pursuant to article ~~36~~46.

Remuneration of directors

58 ~~48~~ Subject to the Local Authorities Order, the ~~directors other than the~~ Non-Fire and Rescue Authority Directors shall be entitled to such remuneration as the ~~Company~~ Members may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day. The Non-Fire and Rescue Directors are entitled to such remuneration as the Members determine for their services to the Company as directors. In respect of remuneration for any other service which the Non-Fire and Rescue Authority Directors undertake for the Company this shall be determined by the directors in accordance with Article 60.

Directors' expenses

59 ~~49~~ Subject to the Local Authorities Order no payments whatsoever shall be made to any Fire and Rescue Authority Director or any Observer who is for the time being an employee, officer or elected member of any Member. Save as the Members may otherwise agree in writing, no payment shall be made to any Observer. Subject to the foregoing, and to such general rules and limitations as the ~~Company~~ Members may by ordinary resolution determine from time to time, the directors may be paid all 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.

Directors' appointments and interests

60 ~~50~~ 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~~ Non-Fire and Rescue Authority Director for his or her 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~~ Non-Fire and Rescue Authority Director for his or her services as they think fit. Any appointment of a ~~director~~ Non-Fire and Rescue Authority Director to an executive office shall terminate if he or she 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.

- 61** ~~51~~ Save as otherwise provided in these articles and subject to article ~~52,62~~, a director shall not vote in respect of any ~~contract~~proposed or existing transaction or arrangement with the Company in which he or she is directly or indirectly interested or any matter arising out of such ~~contract~~proposed or existing transaction or arrangement or any matter which conflicts or may conflict with the interests of the Company and if he or she does so vote his or her vote shall not be counted. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote. A director shall not be deemed to be interested in a ~~contract~~proposed or existing transaction or arrangement with any Member (or any other fire and rescue authority for the purposes of the Fire and Rescue Services Act 2004 or equivalent authorities in Scotland) merely by reason that he or she or his or her spouse or registered civil partner is an elected member, officer or employee of any Member (or any other fire and rescue authority for the purposes of the Fire and Rescue Services Act 2004 or equivalent authorities in Scotland).
- 62** ~~52~~ A director, whether a Fire and Rescue Authority Director or a Non- Fire and Rescue Authority Director who is an elected member, officer or employee of ~~any~~ Member shall comply with the requirements of any code of conduct of such Member for the time being in force in respect of elected members, officers and/or employees of such Member as the case may be including those requirements relating to the declaration of personal and prejudicial interests except and insofar as the requirements conflict with any other lawful obligations to which the director and/or the Company may be subject. Those directors shall respectively declare personal interests as defined in such codes at any meeting of the directors or committee at which the matter giving rise to the interest is considered and, in the case of prejudicial interests as defined in such codes, shall not participate in any decisions to be made by the Company and shall withdraw from any meeting of the directors or committee at which such matter is considered.
- 63** ~~53~~ Subject always to compliance with any of the codes referred to in Article ~~5262~~ above the ~~Company~~Members may by unanimous resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of directors or of a committee of directors or counting in a quorum.
- 64** ~~54~~ 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 or she 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 or her own appointment.
- 65** ~~55~~ 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 or her ruling in relation to any director other than himself shall be final and conclusive.

Directors' gratuities and pensions

66 ~~56~~ The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any ~~director~~ Non-Fire and Rescue Authority 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 and for any member of his or her family (including a spouse or registered civil partner and a former spouse or former registered civil partner) or any person who is or was dependent on him, and may (as well before as after he or she 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

67 ~~57~~ Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. Any director may invite any one or more persons (each an Observer) to attend, in an observer capacity, any meeting of the directors. An Observer may be required to leave the meeting upon a resolution of the directors but may be readmitted upon a further like resolution.

68 ~~58~~ A director may, and the secretary at the request of a director shall, call a meeting of the directors at any time. Any such notice shall include an agenda of the matters to be discussed at such meeting. Each director shall have one vote. In the case of an equality of votes the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

69 ~~59~~ The quorum for the transaction of the business of the directors shall be such number of directors as represents not less than two thirds of all duly appointed directors provided that a quorum shall not exist unless there is also present such number of Fire and Rescue Authority Directors as represents not less than two thirds of all duly appointed Fire and Rescue Authority Directors. A person who holds office only as an alternate director shall, if his or her appointor is not present, be counted in the quorum.

70 ~~60~~ 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 the next week at the same time and place or to such date, time and place as the directors may determine. If a quorum is not present at such reconvened meeting, the meeting shall be dissolved.

71 ~~61~~ The continuing directors 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.

- 72** ~~62~~ 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 or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she 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 ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
- 73** ~~63~~ 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.
- 74** ~~64~~ 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 or her 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.
- 75** ~~65~~ Any director may participate in a meeting of the directors by means of a conference telephone or similar communications system whereby all persons participating in the meeting can hear and address each other and participation in a meeting of the directors in this manner shall be deemed to constitute presence at such meeting for all purposes including that of establishing a quorum. A meeting of the directors held by such means shall be deemed to take place where the largest group of participants in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting of the directors.

Secretary

- 76** ~~66~~ Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration (if not also a Fire and Rescue Authority Director) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Objects

77 The objects for which the Company is established are:

- (a) To operate a regional control centre covering the fire and rescue authority areas of Avon, Cornwall, Dorset, Gloucestershire, Devon and Somerset, Wiltshire and Swindon and the Isles of Scilly as part of the English network of regional control centres, which, for the avoidance of doubt may extend to mobilisation of fire and rescue resources from or to anywhere within Great Britain (including any resources that can be used for the purpose of responding to incidents regardless of who the owner is) and to operate as a national co-ordination centre, as required from time to time. In particular, without prejudice to the generality of the foregoing and subject to any statutory guidance in issue from time to time, the Company is established to:
- (i) enter into arrangements from time to time with any one or more fire and rescue authorities (FRA), within the meaning of the Fire and Rescue Services Act 2004 (FRSA), in England and any other organisation within the British Islands certified by the Secretary of State;
 - (ii) procure, purchase, manage or operate mobilising or communications systems or services, or technology equipment or infrastructure required for the provision of control services or the operation of the national coordination centre;
 - (iii) have regard to the policy of the Secretary of State in relation to the operation of regional control centres, in particular, but without prejudice to the generality of the foregoing, to the National Framework prepared by the Secretary of State pursuant to section 21 of the FRSA;
- (b) In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers:
- (i) To supply services of all kinds and to carry on any activity, including the employment of staff, normally undertaken by an organisation with these or similar objects
 - (ii) To provide such office or other business accommodation for national functions and input to contract management on a national basis, as required from time to time.
 - (iii) 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 furtherance of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

- (iv) To sell, let, sub-let, lease, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient and to accept surrenders of leases and tenancies and to make allowances to and arrangements with tenants, as may be deemed expedient in the interests of the Company.
- (v) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (vi) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities and property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (vii) To take any gift of property, whether subject to any special trust or not, for any of the objects of the Company.
- (viii) To create subsidiary companies, enter into joint venture agreements and establish any body necessary or incidental to the carrying out of the objects of the Company.
- (ix) To affiliate or co-operate with any other organised body in the United Kingdom, Europe, or elsewhere, having objects similar to those of the Company, with a view to furthering the objects of the Company, and to amalgamate with any company having objects similar to those of the Company.
- (x) To make such rules and regulations for the management and administration of the Company and for matters connected therewith as the Company in its discretion think fit and from time to time to so add amend vary revoke or replace any such rules and regulations but so that nothing in this sub-clause shall be deemed to authorise any application of any part of the investments and property held by or on behalf of the Company or the income thereof otherwise than in conformity with these articles.
- (xi) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or auditors of the Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from such liability.

- (xii) To appoint and constitute such committees, boards or bodies (whether advisory or not) as the Company may consider desirable for the better management and administration of the Company and to make amend vary revoke and replace rules and regulations for the purpose of defining their functions powers and organisation and also (if the Company shall think fit) to pay an honorarium or fee or salary to and defray expenses incurred by any member of such committee board or body appointed as aforesaid.
- (xiii) To apply for and take out, purchase or otherwise acquire, any patents, patent rights, brevets d'invention, inventions, licences, conversions, trade marks, or secret processes, which may further the objects of the Company, and to grant licences to use the same.
- (xiv) To establish or promote any company for the purpose of acquiring all or any of the property, rights or liabilities of the Company, or for any other purpose which may seem calculated to benefit the Company.
- (xv) To pay all or any expenses incurred in connection with the promotion and incorporation of the Company, to remunerate any person, firms or company rendering services to the Company, either by cash payment or otherwise, and to recover costs from FRAs, other companies operating regional control centres and other persons as required.
- (xvi) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or as shall seem to be in the best interests of the Company, its members, its subscribers or other users of the Company's services.

PROVIDED THAT:

- (c) In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trust.
- (d) The income and property of the Company wheresoever derived, shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company of:
 - (i) Interest on money lent to the Company by any member of the Company at a rate per annum not exceeding a reasonable and proper commercial rate;
 - (ii) Reasonable and proper rent for premises demised or let to the Company by any member of the Company;
 - (iii) Reasonable and proper remuneration to any member, officer or servant of the Company in return for any services actually rendered to the Company;

(iv) Any exhibition scholarship, fellowship, or other reward or prize established or paid out of the funds of the Company to any person bona fide holding the same;

(v) Fees, remuneration or other benefit in money or money's worth to a company of which a member of the Company may be a member, and such member shall not be bound to account for any share of profits it may receive in respect of any such payment.

Minutes

78 ~~67~~ The directors shall cause minutes to be made in books kept for the purpose ~~—~~

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the ~~Company and~~ Members, including copies of all Members' resolutions passed otherwise than at a general meeting including written resolutions passed, and all proceedings at meetings of the directors, and of committees of directors, including the names of the directors present at each such meeting

for a period of ten years from the date of resolution, decision or meeting.

The seal

79 ~~68~~ The seal shall be entrusted to the Company Secretary and shall be kept at the registered office with the Statutory Books of the Company and shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by at least one authorised director ~~and by the secretary or by a second director~~ in the presence of a witness who attests the signature.

Accounts

80 ~~69~~ Any Member shall (as such) and as a Fire and Rescue Authority and their auditors shall have the right to inspect any accounting records or other book or document of the Company except as restricted by statute.

Notices

81 ~~70~~ 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~~ means to an address for the time being notified for that purpose to the person giving the notice. In this article and the next, "address", in relation to electronic ~~communications~~ means, includes any number or address used for the purposes of such communications.

- 82** ~~71~~ The Company may give any notice to a Member or director either personally, or by sending it by post in a prepaid envelope addressed to the Member or director at the address within the United Kingdom that he, she or it has notified to the Company, or by leaving it at that address, or by giving it using electronic ~~communications~~means to an address for the time being notified to the Company by the Member or director.
- 83** ~~72~~ 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.
- 84** ~~73~~ 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~~sent using electronic means was properly addressed 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~~a communication sent by electronic means, at the expiration of ~~48~~one hours after the time it was sent. For the purposes of this article, no account shall be taken on any part of a day that is not a working day.

Indemnity

- 85** ~~74~~ 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 or her favour or in which he or she 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. The Company may also 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 above and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 86** The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss. In this article—
- (a) a “relevant officer” means any director or other officer of the company, and
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer’s duties or powers in relation to the company, or any pension fund or employees’ share scheme of the company.

Names, addresses and descriptions of subscribers

Cornwall County Council County Hall
Truro TR1 3AY

R, Lloyd-King

Witness to the above
signature:

Heidi Ball
Name: HEIDI BALL

Address: GWELBRAE,
FORTH COTH, CARNON
DOWNS, CORNWALL
Occupation: P.A. COUNTY
LEGAL SERVICES

Devon and Somerset Fire
and Rescue Authority Headquarters
Clyst St George
Exeter EX3 0NW

M Pearson

Witness to the above
signature:

Steven Yates
Name: STEVEN YATES

Address: 65, OLD
VICARAGE ROAD, ST
THOMAS, EXETER EX2
9BL
Occupation: LOCAL
GOVERNMENT OFFICER

Dorset Fire Authority Service Headquarters
Colliton Park
Dorchester DT1 1FB

Jonathan Mair

Witness to the above
signature:

Linda Stebbing
Name: LINDA STEBBING

Address: 30, WHITECROSS
DRIVE, WEYMOUTH
Occupation: LOCAL
GOVERNMENT OFFICER

Gloucestershire County
Council

Shire Hall
Westgate Street
Gloucestershire GL1 2TG

Terry Standing

Witness to the above
signature:

Nigel Roberts
Name: NIGEL ROBERTS

Address: QUAYSIDE
HOUSE, GLOUCESTER
GL1 2TL

Occupation: LOCAL
GOVERNMENT OFFICER

Wiltshire and Swindon
Fire Authority

Manor House
Potterne
Devizes
Wiltshire SN10 5PP

Keith Strickland

Witness to the above
signature:

Phil Chow
Name: PHIL CHOW

Address: 10 ALBION
DRIVE, TROWBRIDGE,
WILTSHIRE

Occupation:
ACCOUNTANT

Dated the 4 day of September 2007

Document comparison by Workshare on 22 July 2010

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Deletion	
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Deleted cell	
Moved cell	
Split/Merged cell	
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