

Company no 05159791

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**THE COMPANIES ACTS 1985 TO 1989**

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

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**MEMORANDUM OF ASSOCIATION**

**OF**

**THE BLACK COUNTRY CONSORTIUM LIMITED**

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1. The name of the company (hereinafter called the "Company") is "**The Black Country Consortium Limited**".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are to promote the economic, cultural and social well-being and development of the area known as "the Black Country Sub-Region" consisting of Wolverhampton City Council and the Metropolitan Boroughs of Dudley, Sandwell and Walsall and for that purpose the Company shall (without prejudice to the generality of the foregoing) have the following powers to be exercised in furtherance of and incidental to this principal object:
  - 3.1 to promote the association or partnership of governmental agencies and local authorities, voluntary organisations, trade unions, employers, the professions and the inhabitants of the Black Country Sub-Region in a common effort to advance and create and provide facilities for employment;
  - 3.2 to assist, promote and encourage existing and new industry and commerce to develop in the Black Country Sub-Region and to encourage and promote the creation of

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employment opportunities within the Black Country Sub-Region for the benefit of the area and its inhabitants;

- 3.3 to investigate the needs of industry and commerce and to advertise and promote the benefits of the Black Country Sub-Region as a location for the expansion and creation of industry and commerce;
- 3.4 to promote the interest of commerce and industry in the Black Country Sub-Region in all circles of local and central government and administration in the United Kingdom, the European Union and elsewhere in all quasi-governmental bodies and agencies in such places;
- 3.5 to enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interest, reciprocal concession or co-operation with any person, partnership or company, company carrying on, engaged in, or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to further the objects of the Company or any of them and to take or otherwise acquire and hold shares or stock in or securities of, and to make grants to or otherwise assist any person, partnership or company and to sell, hold, re-issue, with or without guarantee, or otherwise deal with such shares, stock or securities;
- 3.6 to provide or procure expert advice and consultancy services to enable or assist any individual company, firm, undertaking, partnership, co-operative or other group to establish a new business or enterprise or to expand an existing business or enterprise within the Black Country Sub-Region and to make such available on a commercial, gratuitous or subsidised basis as may be considered appropriate;
- 3.7 to direct prospective businesses and enterprises to existing resources within the Black Country Sub-Region for the provision of buildings, land, materials, plant and finance and for that purpose:
- 3.7.1 to interest executives and advisers of national and international corporations in the business opportunities available in the Black Country Sub-Region; project the professional, commercial and industrial facilities, and the social, recreational and cultural amenities of the area; and generally promote the Black Country Sub-Region in a manner conducive to attracting long term

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capital investment, so as to enhance the economic and employment prospects of the area;

- 3.7.2 to provide and disseminate both nationally and internationally, information relating to business opportunities in the Black Country Sub-Region by the distribution of a non-profit making basis of literature, videos and other promotional material and by the holding of seminars and generally to publicise the benefits of starting or expanding a business in the region and to publish guidance on matters of general application on the establishment and operation of business enterprises in the region with a view to informing and educating the public generally on the establishment and operation of businesses in the Black Country Sub-Region;
- 3.8 to promote, encourage, sponsor, make grants or loans to, organise or assist any individual company, firm undertaking partnership, co-operative or other group to examine the feasibility of or to undertake on an experimental basis any enterprise or project which, if successful, seems likely to provide employment opportunities for the inhabitants of the Black Country Sub-Region;
- 3.9 to sponsor research on the economic, social and business needs of the region and the best methods of meeting those needs;
- 3.10 to sponsor on a non-profit making basis trade stands and trade missions for the purpose of publicising the region on a national and worldwide basis;
- 3.11 to solicit, raise obtain, collect, accept or receive monies funds and property by way of contributions, donation, subscriptions, legacies, grants or any other lawful method and in particular (but without prejudice to the generality of the foregoing) power to solicit, raise, obtain, collect or receive such money and funds by promoting or organising the voluntary deduction of sums of money from the wages or salaries of individuals and the covenanting of the sums so deducted to the Company;
- 3.12 to promote, support, encourage or organise co-operation in the achievement of the above objects and to that end power to bring together both individuals and representatives or organisations (whether corporate or unincorporated) engaged in such objects;

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- 3.13 to procure to be written and to print, publish, issue and circulate gratuitously or otherwise any reports, periodicals, books, pamphlets, leaflets or other documents and otherwise to procure and provide information in such manner and for such purposes as the Company may think desirable for the attainment of its objects;
- 3.14 to promote, encourage or undertake experimental work or research;
- 3.15 to promote, support encourage or assist in the establishment of or acquire or undertake all or any part of the assets, liabilities and engagements of any charitable body or bodies;
- 3.16 to become affiliated to and to participate in the activities of any charitable body or bodies;
- 3.17 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property which may be deemed convenient for any purpose of the Company;
- 3.18 to construct, maintain, alter, endow, furnish or fit out with any necessary furniture, fittings and equipment and otherwise manage such houses, buildings and other premises as may from time to time be necessary and convenient for the purposes of the Company;
- 3.19 to borrow and raise money for any of the above objects or for the purpose of exercising any of the above powers in such manner as the Company shall think fit;
- 3.20 to sell and dispose of, lease and accept surrenders of leases and manage any estate in land (whether freehold or leasehold) and any type of personal property held on behalf of the Company and not required to be used or occupied for the purposes of the Company;
- 3.21 to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- 3.22 to lend money to give grants, to guarantee or otherwise render financial assistance by any means whatsoever (including the acquisition of shares and/or debentures) to any business or prospective business or charitable body with or without taking security or remuneration for any moneys so lent or assistance rendered;

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- 3.23 to accept or receive monies or property from any charitable body or bodies (upon such terms as are thought fit with regard to the expenses of the Company) for investment by the Company on behalf of such body or bodies and for that purposes to mix such money or property with that of the Company;
- 3.24 to accept or receive money or property (whether subject to any special trust or not) for any one or more of the objects of the Company and in connection with the investment of the same to mix such money or property with that of the Company;
- 3.25 to act as agent in the distribution to any charitable body or bodies of money and property;
- 3.26 to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company;
- 3.27 to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the bodies with which the Company is authorised to amalgamate;
- 3.28 to apply for promote and obtain any statute order regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 3.29 to pay or provide superannuation or other welfare benefits for any servant of the Company, their families and other dependants and for that purpose to establish or participate in any fund scheme or arrangement providing such benefits;
- 3.30 to promote education, study and research and to disseminate knowledge by such means as may be thought fit;
- 3.31 to hold, promote and sponsor exhibitions, meetings (public or otherwise), lectures, classes, seminars, conferences and courses either alone or with others;
- 3.32 to consider, establish, promote and conduct courses of study and training;
- 3.33 to institute, provide and contribute to scholarships, grants, awards, prizes or other benefactions;

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- 3.34 to promote, develop and assist in the promotion and development of economic, social, cultural and educational strategies in relation to the Black Country Sub-Region;
- 3.35 to develop, strengthen and promote social awareness and development in respect of the Black Country Sub-Region;
- 3.36 to promote and create social welfare and development throughout the Black Country Sub-Region including the relief of poverty and distress;
- 3.37 to promote and create opportunities for the development of social and cultural development of the Black Country Sub-Region;
- 3.38 to promote and develop tourism in the Black Country Sub-Region;
- 3.39 employ and pay from time to time on such terms and conditions to be decided by the directors from time to time, officers and other persons excluding directors whose services are required or convenient to further the objects of the Company;
- 3.40 to protect the environment and to take steps to promote and raise awareness of environmental issues;
- 3.41 to give such indemnities as may be required for the carrying out of the objects of the Company;
- 3.42 to do all such things as are conducive or incidental to the attainment or furtherance of the above objects or any of them.

And so that:

- 3.43 none of the objects set forth in any subclause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such subclause, or by reference to or inference from the terms of any other subclause of this clause, or by reference to or inference from the name of the Company;
- 3.44 none of the subclauses of this clause and none of the objects herein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such subclause, and the Company shall have as full a power to exercise each and every one

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of the objects specified in each subclause of this clause as though each such subclause contained the objects of a separate company;

- 3.45 the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and
- 3.46 in this clause the expression the "Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company provided that nothing contained herein shall prevent any payment in good faith by the Company of reasonable and proper remuneration to any member, officer or servant of the Company for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding Base Rate plus two per cent per annum on money lent or reasonable and proper rent for demises demised or let by any member of the Company; but so that no member of the board of directors of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the board of directors except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Company provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the board of directors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and each member shall not be bound to account for any share of profits he may receive in respect of such payment.
5. No addition, alteration or amendment shall be made to or in the provisions of the memorandum or Articles of Association for the time being in force, which would have the effect that the Company shall cease to be a company to which section 30 of the Companies Act 1985 applies.

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6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company if it should be wound up whilst he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he 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 amongst themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this memorandum.

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**SIGNED** by )  
 duly authorised signatory for and on behalf of )  
 The Borough Council of Sandwell of Sandwell )  
 House, PO Box 2374, Oldbury, West Midlands, )  
 B69 3DE in the presence of: )

*Witness Signature:*

*Name:*

*Address:*

*Occupation:*

Unsigned Copy

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**SIGNED** by \_\_\_\_\_ )  
 duly authorised signatory for and on behalf of \_\_\_\_\_ ) The  
 Borough Council of Dudley of 3 St James \_\_\_\_\_ ) Road,  
 Dudley, West Midlands DY1 1HZ in the \_\_\_\_\_ ) presence  
 of: \_\_\_\_\_ )

*Witness Signature:*

*Name:*

*Address:*

*Occupation:*

Unsigned Copy

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**SIGNED** by )  
 duly authorised signatory for and on behalf of )  
 Wolverhampton City Council of Civic Centre, )  
 St Peter's Square, Wolverhampton WV1 1RG in )  
 the presence of: )

*Witness Signature:*

*Name:*

*Address:*

*Occupation:*

Unsigned Copy

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**SIGNED** by \_\_\_\_\_ )  
 duly authorised signatory for and on behalf of \_\_\_\_\_ ) The  
 Borough Council of Walsall of Tameway \_\_\_\_\_ ) Tower,  
 48 Bridge Street, Walsall WS1 1JZ in \_\_\_\_\_ ) the  
 presence of: \_\_\_\_\_ )

*Witness Signature:*

*Name:*

*Address:*

*Occupation:*

Unsigned Copy

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**SIGNED** by )  
 duly authorised signatory for and on behalf of )  
 The Black Country Learning and Skills Council )  
 of 1st Floor, Black Country House, Rounds )  
 Green Road, Oldbury, West Midlands, B69 )  
 2DG in the presence of:

*Witness Signature:*

*Name:*

*Address:*

*Occupation:*

Dated

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