

265177

THE COMPANIES ACTS 1985 AND 1989

Company Limited by guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION OF
ASSOCIATION OF COMMUNITY TRUSTS AND FOUNDATIONS

1. **Name of Company**

The name of the Company is, Association of Community Trusts and Foundations, called in this document "the Company"

2. **Registered Office**

The registered office of the company will be in England and Wales

3. **Objects of the Company**

3.1 The objects of the Company are:

- (a) to promote and improve the efficiency and effectiveness of Community Trusts and Foundations in direct pursuit of their objects in such manner as may be thought fit and in particular by raising and distributing funds for application for the general purposes of such Trusts and Foundations
- (b) to advance education of the public in the work of such Trusts and foundations

3.2 "Community Trust and Foundation" means a trust or foundation established for the provision of grants for charitable purposes related to the needs of a defined community

4. **What the Company may do**

4.1 In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- (a) To promote education and training for those working for community trusts and foundations, with a view to raising the standards of their work for the benefit of the community
- (b) To increase public awareness of the range of work of community trusts and foundations and how they can assist in



meeting the needs of those members of society whose development and participation in society are impaired by social deprivation

- (c) To advise and assist in the promotion and development of community trusts and foundations
- (d) To bring together in conference representatives of community trusts and foundations as and when appropriate
- (e) To establish, and help community trusts and foundations to maintain high standards of performance in the achievement of their objectives and purposes
- (f) To procure and provide information and specialist advisory services for the benefit of community trusts and foundations
- (g) Provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises which the Company may need for its Objects
- (h) Employ and pay employees, officers, servants and professional or other advisers so long as no member of the Executive Committee is so employed
- (i) Subject to such consents as may be required by law raise funds and borrow moneys invite and receive contributions from anyone through subscriptions or in any other way provided that the Company shall not undertake any permanent trading in raising funds for the above objects
- (j) Subject to such consents as may be required by law buy, take on lease, hire or acquire any land or property of any sort
- (k) Construct, alter and maintain any building or structures
- (l) Print and publish anything in furtherance of the objects
- (m) To provide or procure the provision of counselling and guidance in furtherance of the objects or any of them
- (n) To promote and advertise the Company's activities
- (o) Apply for, seek, obtain and accept government or other grants
- (p) Invest any money that the company does not immediately need in investments, securities or properties

- (q) Undertake and make any charitable trust which may promote the company's objects
- (r) Make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants
- (s) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or the trade is temporary and ancillary to the carrying out of the objects aforesaid
- (t) Join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own
- (u) Purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Company is authorised to join, and perform any of their engagements
- (v) Transfer any of the Company's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Company is authorised to join
- (w) Open and operate banking accounts and other banking facilities
- (x) Enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's Objects
- (y) Do all such other lawful things as shall be necessary to the attainment of the above objects

5. Restrictions on what the Company can do

- 5.1 If the Company takes or holds any property which may be subject to any trusts, it may only deal with or invest the property in accordance with the law governing such trust
- 5.2 The Company's Objects must not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers
- 5.3 If the company takes or holds any property which is subject to the jurisdiction of the Charity Commissioners for England and Wales, it

must not sell, mortgage, charge or lease the property without any authority, approval or consent required by law. The Executive Committee of the company is chargeable for property that comes into their hands. They are as answerable and accountable for their acts, receipts, neglects, defaults and proper administration of the property as they would have been if the Company had not been formed into a company. The formation of the Company into a company does not affect any control or authority that the Chancery Division of the High Court or the Charity Commissioners can exercise over the Executive Committee concerning the property, the members of the Executive Committee are subject jointly and separately to that same control or authority as if the company had not been formed into a company

- 5.4 The income and property of the Company must be solely towards promoting its Objects. None of it may be paid or transferred directly or indirectly to members of the Company in any way except as shown below under "Allowed Payments"

6. Allowed Payments

- 6.1 The Company must pay:

- (a) Reasonable and proper payment to any officer or servant of the company who is not a member of its Executive Committee for any services to the Company
- (b) Interest on money lent by any member of the Company or its Executive Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is greater
- (c) Reasonable out-of-pocket expenses to any member of the Executive Committee
- (d) Reasonable and proper payment to a company of which a member of the Company or its Executive Committee may be a member and hold not more than a hundredth of the capital

7. Alterations to this memorandum

- 7.1 No alterations to this Memorandum may be made which would cause the Company to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days' notice of it must be given, and 75% of those voting must be in favour of it
- 7.2 The only alterations permitted are those that enable the Company to

do things set out in The Companies Act 1985 as amended. The Charity Commission and the Companies Registrar must be informed of alterations. No alteration of the Company's objects shall be made without the consent of the Charity Commissioners

8. Limited Liability

8.1 The liability of the members is limited

9. Guarantee by Members of the Company

9.1 Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if:

- (a) The Company is wound-up while he or she is a member or within a year afterwards: and
- (b) The Company has debts and liabilities which it cannot meet out of its assets

10. Winding-up of the Company

10.1 If the Company is wound-up or dissolved, and there remains any property after all its debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar Objects to those of the Company and must prohibit the distribution of its income and property among its members to an extent at least as great as shown in Clause 5

10.2 The institutions will be chosen by the members of the Company at or before the time when the Company is wound-up or dissolved

11. Subscribers

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association

Signatures, addresses and occupations of Subscribers

T P Durie
7 Gatesgarth
Wroughton
Nr Bristol

NHS Trust Chairman

George Hepburn
High Mickley House
Stocksfield
Northumberland
NE43 7LO

Dated this 10 day of July 1991

Witness to the above signatures

Name W Olsall

Address 126 Abbey Road
Westbury on Trym
Bristol BS9 3RB

Occupation Chief Executive's Assistant

Name J Young

Address 30 Bywell Gdns, Lobley Hill
Gateshead Tyne & Wear NE11 0AY

Occupation Secretary

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF ASSOCIATION OF COMMUNITY TRUSTS AND FOUNDATIONS

1. Meaning of Words

- 1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2	Words	Meanings
	Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts
	The Company	Association of Community Trusts and Foundations
	The Articles	These Articles of Association and the regulations of the Company
	The Executive Committee	The Executive Committee of the Company whose members are the directors of the Company
	The Office	The registered office of the Company
	The Seal	The common seal of the company
	The United Kingdom	Great Britain and Northern Ireland
	Month	Calendar month
	In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

Community Trusts

References to community trusts shall include community foundations

- 1.3 Words in the singular include the plural and vice versa.
- 1.4 The words "person" or "people" include corporations.
- 1.5 Apart from the words defined above, any words or expression defined in the Act or any change to Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Company; Rights of Inspection by Members

- 2.1 The Company is established for the Objects shown in the Memorandum of Association.
- 2.2 A copy of the Memorandum and Articles and any rules the Executive Committee make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Executive Committee.

3. Register of members

- 3.1 The Company must keep at the Office a register of members showing their name, address and date of membership.
- 3.2 On signing this register, people qualifying for membership under these Articles become members.
- 3.3 The register is available for inspection.

4. Membership

- 4.1 Membership is open to community trusts and foundations who satisfy the Executive Committee that their objects, powers, activities and methods are satisfactory.
- 4.2 The Executive Committee may admit as an associate of the Company any organisation wishing to demonstrate support for or interest in the development of community trusts and foundations.

- 4.3 Associates shall be entitled to attend and speak at General Meetings of the Company but shall not be entitled to vote.
- 4.4 Every Associate of the Company shall pay subscriptions to the Company in accordance with the rules for the time being in force.
- 4.5 A member or associate must give a copy of its constitution to the Secretary.
- 4.6 Each member or associate has the right to appoint one representative and may also appoint a deputy who shall be entitled to attend and in the case of a member vote at meetings when the representative is not available. At any time by giving notice in writing to the Secretary, the member or associate can cancel the appointment of its representative or deputy and appoint another instead. The member or associate must confirm the name of its representative and any deputy every year or at the Secretary's request and in any event not less than 28 days before the Annual General Meeting. The representative or deputy has the right to attend and in the case of a member to vote at general meetings of the Company.

5. No transfer of Membership

- 5.1 None of the rights of any member or associate of the Company may be transferred or transmitted to any other person.

6. Ending of Membership or Association

- 6.1 A member stops being a member or associate of the Company if:
 - (a) the member or associate resigns from membership by giving notice in writing to the Company;
 - (b) membership or association is ended under Article 7;
 - (c) the member's or associate's subscription (if any) remains unpaid six months after it is due and the Executive Committee resolves to end that person's membership.

7. Removal of Membership or Association

- 7.1 The Executive Committee may for good and sufficient reason terminate the membership or association of any member or associate or rule that a member or associate may no longer be represented by a named individual or individuals provided that before doing so the member or associate concerned shall be given the opportunity to be heard from the Executive Committee.

8. General Meetings

- 8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 15 months of the incorporation of the Company after which not more than 15 months must pass between one general meeting and the next.

9. Extraordinary General Meetings

- 9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

- 10.1 The Executive Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 10% of the members of the Company request it whichever is the greater.

11. Notice of Meetings

- 11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these articles to receive it.
- 11.2 However, even if shorter notice is given than that shown in Article 11.1, the meeting will be treated as having been correctly called if it is so agreed:
- (a) in the case of an annual general meeting, by all members entitled to attend and vote at it;
 - (b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights.

PROCEDURES AT GENERAL MEETINGS

12. Ordinary and Special Business

- 12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Executive Committee and Auditors, the election of members of the Executive Committee in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. Quorum

- 13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is at least half of the full members.

14. Adjournment if no Quorum

- 14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Executive Committee may decide.
- 14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairperson

- 15.1 The Chairperson (if any) of the Executive Committee must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Executive Committee present must elect one of their number to be a Chairperson of the meeting.

16. Election of Chairperson by Members

- 16.1 If at any meeting no member of the Executive Committee is willing to act as Chairperson or if no member of the Executive Committee is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

- 17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

- 18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or when the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present. No proxy votes are allowed.

19. Declaration of Chairperson is Final

- 19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 19.2 The demand for a poll may be withdrawn.

20. When a poll is taken

- 20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.
- 20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. One member, one vote

- 21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings.

23 Management by Members of the Executive Committee

23.1 The business of the Company is managed by the Executive Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the Executive Committee are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe. The Executive Committee shall meet at least three times in each calendar year.

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Executive Committee which would otherwise have been valid.

24. Powers of the Executive Committee

24.1 The Executive Committee may use all the powers of the company to:

- (a) borrow money;
- (b) subject to such consents as the law requires mortgage to charge its property or any part of it;
- (c) subject to such consents as the law requires issue debentures, debenture stock or any other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party.

25. Payment of subscriptions

25.1 All members must pay the subscriptions that the Executive Committee may decide from time to time.

26. Cheques and Bills etc

- 26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Executive Committee decides from time to time and cheques shall be signed by two Executive Committee members unless the Executive Committee otherwise decides.

27. Indemnity of members of the Executive Committee

- 27.1 In the management of the affairs of the Company no member of the Executive Committee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.
- 27.2 Subject to the provisions of the Act, but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled every member of the Executive Committee 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 was given in his favour 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 and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto Provided that this Article shall not apply in relation to costs which a Director is ordered to pay or of which he is deprived.

28. Payment of reasonable expenses to members of the Executive Committee

- 28.1 The members of the Executive Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company.

29. The Keeping of Minutes

- 29.1 The Executive Committee must have minutes entered in the minute books:

- (a) of all the appointments of officers by the Executive Committee;
- (b) of the names of the members of the Executive Committee present at each of its meetings and of any Committee of the members of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Company;
 - (ii) The Executive Committee;
 - (iii) Committees or subcommittees of the Executive Committee.

29.2 All members of the Executive Committee present at the kinds of meetings mentioned in (i) and (ii) must sign their names in a book to be kept for that purpose.

30. The Make-up of the Executive Committee

30.1 The first Executive Committee consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed. They hold office until the first annual general meeting. After that the Executive Committee shall consist of the Chairperson elected in accordance with Article 39 and not more than twelve individuals elected by the members at the Annual General Meeting together with any persons co-opted in accordance with article 34.1. Only individuals who are either at the time of their election employees of members or associates or trustees of members or associates shall be entitled to stand for election as members of the Executive Committee provided that not more than one third of the elected members of the Executive Committee shall be employees or trustees of associates. After six years continuous service on the Executive Committee a period of at least one year shall occur before a person shall be eligible for re-election.

30.2 All persons standing for membership of the Executive Committee must be nominated by a member or associate in writing and the nomination must reach the Secretary at least 28 days before the Annual General Meeting. Should nominations exceed vacancies members will be informed with the notification for the Annual General Meeting of the names and such details as the Executive Committee shall specify. Members shall vote for the composition of the Executive Committee by posting or delivering to the Secretary of the Company not later than three working days prior to the Annual General Meeting a voting slip in a form approved by the Executive Committee signed by a representative of the member.

- 30.3 Separate election shall be held for representatives of members who are trustees of those members and for representatives who are employees of such members. Six places shall be reserved for each but if there are not sufficient nominations then additional candidates from the other class shall be elected. At least four members of each class of representative shall be elected and if there are not enough candidates from that class to ensure their election these seats shall be left vacant and the Executive Committee members shall co-opt representatives of members from the relevant class as soon as is practical thereafter.

31. Retirement of members of the Executive Committee

- 31.1 At each annual general meeting, one-third of all members of the Executive Committee shall retire. Those with longest service shall retire first and in the case of equality of service those to retire shall be selected by lot.

32. Change in make-up and Number of the Executive Committee

- 32.1 The make-up and number of the Executive Committee may be varied but not reduced below five. Variation can only be by resolution approved by two-thirds of the Executive Committee and ratified at a general meeting by a majority vote of the members present at the meeting.

33. Notification of Change of Members of the Executive Committee to the Registrar of Companies

- 33.1 All appointments, retirements or removals of directors must be notified to the Registrar of companies.

34. Co-option of Members of the Executive committee

- 34.1 The Executive Committee can appoint anyone to fill a vacancy in the membership of the Executive Committee or can co-opt additional members of the Executive Committee. The Co-optees shall not exceed one-third of the total membership of the Executive Committee. They will hold office until the next annual general meeting. They will be eligible for re-election. Such co-optees need not fulfil the requirements for elected members but only those who are representatives of members or associates shall be entitled to vote.

35. Ending of Executive Committee Membership

- 35.1 A Member of the Executive Committee must cease to be a member if he or she:

- a) is employed by the Company or holds any office of profit under the Company; or
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- c) becomes barred from membership of the Executive Committee because of any order made under the Act or by virtue of section 72 of the Charities Act 1993; or
- d) becomes of unsound mind; or
- e) resigns the office by notice in writing to the Company; or
- f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- g) is removed from office.

36. Removal of a Member of the Executive Committee by a General Meeting

- 36.1 A general meeting of the Company may remove any member of the Executive Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and member may say.
- 36.2 Removal can take place only by the company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company receives such notice it must immediately send a copy to the member of the Executive Committee concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

37. Removal of a Member of the Executive Committee by the Executive Committee

- 37.1 If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee or to attend six meetings in any twenty-month period, the Executive Committee may resolve that he or she be removed from the Executive Committee. The member must be given at least 7 days' notice in writing of the

resolution.

38. Meetings of the Executive Committee

- 38.1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these articles.
- 38.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.
- 38.3 A member of the Executive Committee may, and the Secretary if requested by a member of the Executive must, summon a meeting of the members of the Executive Committee.
- 38.4 Notice of a meeting need not be given to any member of the Executive Committee who is out of the United Kingdom.

39. Officers of the Executive Committee

- 39.1 The Executive Committee shall elect at the first Executive Committee meeting after each Annual General meeting a Chairperson, Vice-Chairperson, Treasurer and any other officers that the General meeting require. The Chairperson need not be an employee or trustee of a member or associate and once elected shall be an ex officio member of the Executive Committee.
- 39.2 The officers shall hold office until the election of their replacements.
- 39.3 The Chair and Vice Chair persons and Treasurer shall not hold office for more than a number of consecutive years set out below and at least one year shall elapse before re-election:
 - a) Chair person and Vice Chair person - three years
 - b) Treasurer - five years

40. Notice of Executive Committee Meetings to Employees

- 40.1 The company's employees are entitled to the same notice as the members of the Executive Committee of any meeting of the Executive Committee. They are entitled to attend it and speak at it subject to the consent of the Executive Committee to rule that all or part of any minute paper or meeting shall be private.

41. Quorum of the Executive Committee

- 41.1 A general meeting of the Company must fix the quorum necessary for business to be done at an Executive Committee meeting. The quorum must be at least a third of the membership of the Executive Committee subject to a minimum of three.

42. Vacancies on the Executive Committee

- 42.1 The Executive Committee may act despite any vacancy on the Committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Company.

43. A Resolution may be Approved by Signature Without a Meeting

- 43.1 A resolution in writing signed by all members of the Executive Committee or any sub-Committee is as valid as if it had been passed at a properly held meeting of the Executive Committee or sub-Committee.

44. Validity of Acts Done at Meetings

- 44.1 It may be discovered that there was some defect in the appointment of a member of the Executive Committee or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Executive Committee is as valid as if there were no defects of disqualification.

SUB-COMMITTEES

45. Delegation of Executive Committee Powers to Sub-Committees

- 45.1 The Executive Committee may delegate the administration of its powers to Committees consisting of one or more of its members. A sub-Committee must conform to any regulations that the Executive Committee imposes on it.
- 45.2 The members of the Executive Committee on the sub-Committee may (unless the Executive Committee directs otherwise) co-opt any person or people to serve on the sub-Committee. Provided such co-optees shall not exceed one-third of the total membership of a sub-Committee.
- 45.3 All acts and proceedings of the sub-Committee must be reported to the Executive Committee as soon as possible. No expenditure shall be incurred by any sub-Committee except in accordance with a budget previously agreed by the Executive Committee.

46. Chairperson of Sub-Committees

- 46.1 A sub-Committee may elect a Chairperson of its meetings if the Executive Committee does not nominate one.
- 46.2 If at any meeting the sub-Committee's Chairperson is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be a Chairperson of the meeting.

47. Meetings of Sub-Committees

- 47.1 A sub-Committee may meet and adjourn whenever it chooses.
- 47.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 47.3 The sub-Committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Executive Committee.

COMPANY SECRETARY

48. Appointment and Removal of the Company Secretary

- 48.1 The members of the Executive Committee appoint the company Secretary. They decide his or her period of office, pay and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Executive Committee.

49. Actions of Directors and Company Secretary

- 49.1 The Act says that some actions must be taken both by a member of the Executive Committee (a Director) and by the Company Secretary. If one person is both a member of the Executive Committee and the Company Secretary, it is not enough for him or her to do the action first as an Executive Committee member and then as Company Secretary.

50. The Seal

- 50.1 If the Company shall decide to use a company seal the Executive Committee must provide safe custody of the Seal.
- 50.2 The Seal may only be used as the authority of the Executive Committee or of a sub-Committee authorised by the Executive Committee to use it.
- 50.3 Everything to which the Seal is affixed must be:

- a) signed by a member of the Executive Committee;
- b) countersigned by the Secretary or by a second member of the Executive Committee or by some other people appointed by the Executive Committee for that purpose.

ACCOUNTS

51. Proper Accounts must be Kept

51.1 The Executive Committee must have proper books of account kept in accordance with the law. In particular, the books of account must show:

- a) all amounts received and spent by the Company and for what;
- b) all sales and purchases by the company;
- c) the assets and liabilities of the Company.

51.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

52. Books must be Kept at the Office

52.1 The books of account must be kept at the Registered Office of the Company or at other places decided by the Executive Committee. The books of account must always be open to inspection by members of the Executive Committee.

53. Inspection of Books

53.1 The Executive Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Executive Committee. A member who is not on the Executive Committee may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Executive Committee or a general meeting.

54. Profit and Loss Account and Balance Sheets

54.1 The Executive Committee must, for each accounting reference period, put before a general meeting of the Company:

- a) any profit and loss accounts;

59.1 Notice of every general meeting must be given to:

- a) every member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
- b) the Auditors of the Company;
- c) the employees of the Company;
- d) Associate and Affiliate Members.

59.2 No-one else is entitled to receive notice of general meetings.

60. Alteration of the Articles

60.1 The Company may alter these Articles only if:

- a) the resolution is passed by the Executive Committee;
- b) a special resolution on 21 days' notice in writing is passed by a three-quarters' majority at a general meeting.

60.2 Any alteration must be notified to the Registrar of Companies and the Charity Commission.

61. Dissolution of the Company

61.1 The Executive Committee or a general meeting may decide at any time to dissolve the Company. The Company may then call a meeting of all members and those entitled to notice of general meetings.

61.2 Any surplus must be used in accordance with Clause 10 of the Memorandum of Association.

Signatures, addresses and occupations of subscribers

T P Durie
7 Gatesgarth
Wroughton
Nr Bristol

NHS Trust Chairman

George Hepburn
High Mickley House
Stocksfield
Northumberland
NE43 7LO

Dated this 10 day of July 1991

Witness to the above signatures

Name W Olsall

Address 126 Abbey Road
 Westbury on Trym
 Bristol BS9 3RB

Occupation Chief Executive's Assistant

Name J Young

Address 30 Bywell Gdns, Lobley Hill
 Gateshead Tyne & Wear NE11 0AY

Occupation Secretary

executive committee\mem&arts