

Company Registration Number: 3245594

The Companies Act 1985 – 1989

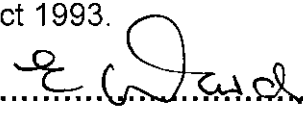
Private Company Limited by Guarantee

**Resolutions of
Gateshead Crossroads (the "Company")**

At an Extraordinary General Meeting of the Company at John Haswell House, 8/9 Gladstone Terrace, Gateshead, on the 11th day of June 2002 at 10.30 am the following resolution was proposed and passed as a special resolution of the Company:

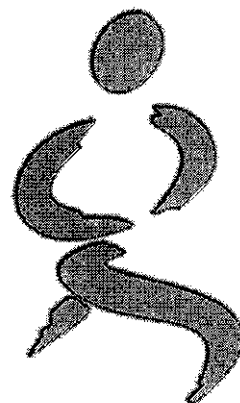
SPECIAL RESOLUTION

1. That, in accordance with the recommendations made to affiliated schemes by the Crossroads Association (to which the Scheme is currently affiliated) and to modernise and better reflect the activities and processes within the Scheme for the carrying out of its objects and management of its corporate affairs, the Memorandum and Articles of Association in the form of the draft now produced to the meeting, be hereby approved and thereupon adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association for the Company having been duly approved by the Charity Commission for England and Wales under section 64 of the Charities Act 1993.

Signed: .....
Chairwoman



GATESHEAD CROSSROADS



1. Memorandum of Association
2. Articles of Association

Adopted: 11 June 2002

Signed: E Ward
E. Ward. Chairwoman, Board of Trustees.

97 Bewick Road
Gateshead
Tyne & Wear
NE8 1RR

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Gateshead Crossroads is a registered
charity no 1059917 and a company
limited by guarantee no 3245594
registered in England and Wales

email gatesheadcrossroads@dial.pipex.com
**GATESHEAD
CROSSROADS**
Caring
for
Carers

THE COMPANIES ACT 1985 – 1989

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

**MEMORANDUM OF ASSOCIATION
OF GATESHEAD CROSSROADS**

- 1 The Company's name is GATESHEAD CROSSROADS – (also known as Gateshead Crossroads Care Ltd) and in this document is called 'the Branch Scheme'.**
- 2 The registered office of the Branch Scheme is situated in England and Wales.**
- 3 The Branch Scheme's objects ("the Objects") are:**

to relieve the stresses experienced by carers, and children and adults who have care needs, as a result of disability, illness or age by offering a respite service through the provision of community-based support workers.

The area of benefit shall be the Borough of Gateshead, as agreed by the Board of Trustees of Crossroads Association.

- 4 In furtherance of the Objects but not otherwise the Branch Scheme may exercise the following powers:**
- 4.1 to employ support workers, not being members of the Board of Trustees, who will provide assistance, either in the home or in the community, to alleviate the stresses experienced by carers;**

- 4.2 to monitor and improve the effectiveness and skills of the support workers in accordance with the rules and guidelines of Crossroads Association;**
- 4.3 to publish educational books, pamphlets, leaflets, journals, reports, films and other matter and to organise and promote lectures, discussions, conferences, seminars and courses;**
- 4.4 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Branch Scheme;**
- 4.5 to employ all such officers and servants necessary for the purposes of the Branch scheme;**
- 4.6 to purchase or otherwise acquire lands for any estate or interest;**
- 4.7 to build and maintain premises (whether or not required for occupation for the purposes of the Branch scheme) and alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessities;**
- 4.8 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;**
- 4.9 to let as residences offices shops or otherwise any part or parts of any land or buildings and in such divisions and manner as shall be in the best interests of the Branch scheme;**
- 4.10 subject to such consents as may be required by law, to raise money for any such purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years;**

- 4.11 to accept subscriptions and donations (whether real or personal estate) and devises and bequests for all or any of the purposes aforesaid and subject to such consents as may be required by law to sell and dispose of to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Branch scheme and generally to manage, invest and expend all monies belonging to the Branch scheme;**
- 4.12 to invest the monies of the scheme not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.**
- 4.13 to provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises necessary for the purposes of the Branch scheme;**
- 4.14 to establish or support any charitable trusts, Branch Scheme or institutions formed for all or any of the Objects.**
- 4.15 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information with them;**
- 4.16 to pay any premium in respect of any indemnity insurance to cover the liability of the members for the time being of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Branch Scheme provided that any such insurance shall not extend to any claim arising from any act or omission which the**

trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not;

4.17 to do all such other lawful things as are necessary for the achievement of the Objects.

5 The income and property of the Branch Scheme shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Branch Scheme, and no trustee shall be appointed to any office of the Branch Scheme paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Branch Scheme: provided that nothing in this document shall prevent any payment in good faith by the Branch scheme:

5.1 of reasonable and proper remuneration for any services rendered to the Branch Scheme by any member, officer or servant of the Branch Scheme who is not a trustee;

5.2 of interest on money lent by any member of the Branch Scheme or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

5.3 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

5.4 of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

5.5 to any trustee of reasonable out-of-pocket expenses;

- 5.6 of any premium in respect of any indemnity insurance to cover the liability of the members for the time being of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Branch Scheme: provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.**
- 6 The liability of the members is limited.**
- 7 Every member of the Branch Scheme undertakes to contribute such amount as may be required (not exceeding £5) to the Branch Scheme's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Branch Scheme's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.**
- 8 If the Branch Scheme is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Branch Scheme, but shall be given to any other Crossroads scheme which upon such dissolution, extends its boundaries to cover the geographical area of benefit previously covered by the Branch Scheme ("the Successor Scheme") (or if more than one of such property which is capable of being divided between the Successor Schemes in such proportions as the Board of Trustees shall in its absolute discretion, determine) or failing which, it shall be given to Crossroads Association.**

**THE COMPANIES ACT 1985-1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF GATESHEAD CROSSROADS**

Interpretation

1 In these Articles:

"the Branch Scheme"	Means GATESHEAD CROSSROADS (also known as Gateshead Crossroads Care Ltd) intended to be regulated by these Articles.
"the Act"	Means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	Means these Articles of Association of the Branch Scheme;
"the Association "	Means the Crossroads Association, company number 1544708, registered charity number 282102;
"the Auditors"	Means the auditors of the Branch Scheme.

“Member Scheme Agreement” Means an agreement in such form as the Association’s Board of Trustees shall approve from time to time concerning the agreement of a Branch Scheme to carry on its respective operations in a manner compatible with the Objects and the Constitution of the Association and entitling it to the use of the name **CROSSROADS”**

“clear days” in relation to the Means the period excluding the day when the notice is; period of a notice given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” Includes any mode of execution;

“Executive Officer” Means the offices of Chair, Vice-Chair, Secretary and Treasurer;

“the Memorandum” Means the Memorandum of Association of the Branch Scheme;

“office” Means the registered office of the Branch Scheme;

“the seal” Means the common seal of the Branch Scheme if it has one;

“Secretary” Means the Secretary of the Branch Scheme or any other person appointed to perform the duties of the secretary of the Branch Scheme, including a joint, assistant or deputy secretary;

“The Board of Trustees” “the Trustees” and “the Board” Means the Directors of the Branch Scheme (and “Trustee” means any One of them);

“United Kingdom” Means Great Britain and Northern Ireland;

and words importing the masculine gender only shall include the feminine gender. Subject as aforesaid, words or expressions continued in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2 Branch Scheme Membership

2.1 The Board of Trustees may at its discretion admit to membership individuals and organisations who support the objects of the Branch Scheme, provided that any such person or organisation has paid or has agreed to pay the appropriate annual subscription for the time being in force. A member may resign his membership of the Branch Scheme by written notice to effect upon receipt of such notice by the Secretary.

2.2 A corporate body or association which is a member shall appoint a deputy who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Branch Scheme all such rights and powers as the corporate body or association would exercise if it was an individual person. Each member

organisation shall send to the Secretary of the Branch Scheme written notification of its choice of deputy.

- 2.3 The Branch Scheme shall maintain a register of members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member.
- 2.4 All members shall be bound to the best of their ability to further the objects, interests and influence of the Association and the Branch Scheme.
- 2.5 The Board of Trustees may, by notice to a member, terminate that member's membership when the Board of Trustees (acting reasonably and after considering any representations from the member concerned) determines that the member has failed to act in accordance with Article 2.4.

3 Association Membership

- 3.1 The Branch Scheme shall be and remain a member of the Association by signing and abiding by the Member Scheme Agreement as laid down from time to time by the Association for its members.
- 3.2 The Board of Trustees shall nominate one member of the Branch Scheme to represent the Branch Scheme at General Meetings of the Association and to attend and vote on its behalf.
- 3.3 Being a Member of the Association, the Branch Scheme shall not amend its Memorandum of Association nor these Articles of Association without the written consent of the Association's board of trustees.

- 3.4 The Branch Scheme may resign from membership of the Association by giving due notice as in the Member Branch Scheme Agreement to that effect to the Company Secretary of the Association.

General Meetings

- 4 The Branch Scheme 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; and not more than fifteen months shall elapse between the date of one annual general meeting of the Branch Scheme and that of the next. The Annual General Meeting shall be held at such times and places as the Board of Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5 The Board of Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call an extraordinary general meeting, any trustee from the Board of Trustees or any member of the Branch Scheme may call a general meeting.

Notice of general meetings

- 6 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.

- 6.1** in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 6.2** in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
- 6.3** the notice shall specify the 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.
- 6.4** the notice shall be given to all the members and to the Board of Trustees and the auditors.
- 7** 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 at that meeting.

Proceedings at general meetings

- 8** All business shall be deemed special that is transacted at an extraordinary general meeting, with the exception of the consideration of the accounts and financial statements, and the reports of the Board of Trustees and Auditors, the declaration of the election of members of the Board of Trustees in the place of those retiring and the appointment, and the authorising of the Board of Trustees to fix the remuneration, of the auditors.
- 9** No business shall be transacted at any meeting unless a quorum is present. Eight persons each being a member of the duly authorised voting member or the duly authorised voting member of the Branch Scheme, or one tenth of the total number of such

persons for the time being, whichever is the greater, shall constitute a quorum.

- 10 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Board of Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 11 The Chair, if any, of the Board of Trustees or in his absence the Vice Chair or some other trustee nominated by the Board of Trustees shall preside as chair of the meeting, but if neither the Chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board of Trustees present shall elect one of their number to be Chair and, if there is only one trustee present and willing to act, he shall be Chair.
- 12 If no trustee is willing to act as chair, or if no trustee 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 Chair.
- 13 The Chair 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 adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the

adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 14 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. Subject to the provisions of the Act, a poll may be demanded:

14.1 by the Chair; or

14.2 by at least two members having the right to vote at the meeting.

- 15 Unless a poll is duly demanded a declaration by the chair 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.

- 16 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 17 A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote the may have.
- 19 The Board of Trustees may in its absolute discretion permit any interested person, notwithstanding that he is not a voting member of the Branch Scheme, to attend any general meeting of the Branch Scheme but no such person shall be entitled to speak or vote at any meeting which he is so permitted to attend.

Votes of members.

- 20 Subject to Article 18, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable to the Branch Scheme by him or his organisation have been paid.
- 22 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 Chair whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by a duly authorised member 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 Branch Scheme at the office 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.

Board of Trustees

- 24 The number of trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not exceed twelve.**

Powers of the Board of Trustees

- 25 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Branch Scheme shall be managed by the Board of Trustees who may exercise all the powers of the Branch Scheme. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board of Trustees 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 Board of Trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees.**

- 26 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board of Trustees shall have the following powers, namely:**

- 26.1 to expand the funds of the Branch Scheme in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Branch Scheme such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Branch Scheme;**

26.2 to enter into contracts on behalf of the Branch Scheme.

Appointment and Retirement of Trustees

- 27 A new Board of Trustees shall be elected by and from the membership at the Annual General Meeting in accordance with such procedures as may be adopted by the Board of Trustees from time to time, provided that such procedures allow every member of the Company to stand for election and to vote. The Board of Trustees may make regulations concerning the election of members to ensure balanced representation of various interest groups represented amongst the membership.**
- 28 If the Branch Scheme does not fill a vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed, unless at the meeting it is resolved not to fill the vacancy or a resolution for the appointment of the trustee is put to the meeting and lost.**
- 29 It should also be noted that if the departure of a trustee leaves the Branch Scheme with less than four trustees, the outgoing trustee continues to hold trustee responsibility until the Branch Scheme is wound up or a replacement trustee is identified.**
- 30 At least 14 clear days written notice shall be given to the members of the names of those nominated or otherwise standing for appointment or re-appointment as a trustee. The persons to be appointed as trustees shall be determined by ballot of the members.**
- 31 The Board of Trustees may appoint a person who is willing to act to be a trustee either to fill a casual vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed 12 or any other number fixed by or**

in accordance with the Articles as the maximum number of trustees and provided that the appointment would not cause the number of trustees which have not been nominated and elected in accordance with Articles 27 to exceed three. Any trustee appointed under this clause shall only hold office until the next Annual General Meeting.

32 No person may be appointed as a trustee:

32.1 unless he has attained the age of 18 years; or

32.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 33,

Disqualification and removal of Trustees

33 A trustee shall cease to hold office if he:

33.1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

33.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his affairs;

33.3 resigns his office by notice to the Branch Scheme (but only if at least four trustees will remain in office when the notice of resignation is to take effect);

33.4 is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board resolves that his office be vacated;

- 33.5** does or omits to do anything which he or she should or should not have done and which brings the Branch Scheme into disrepute;
- 33.6** behaves in a manner which is materially contrary to any code of conduct from time to time adopted by the Branch Scheme;
- 33.7** would at the date of re-appointment have served as a trustee for a continuous period of 6 years except by special resolution of the Board of Trustees to the contrary.
- 34** No person shall be incapable of being appointed or elected as a member of the Board by reason of his or her having attained the age of seventy years or any other age, nor shall any member of the Board be obliged to vacate his or her office by reason of having attained the age of seventy or any other age.

Trustees expenses

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

Trustees' appointments

- 36** Trustees may appoint one or more of their number to any unremunerated executive office under the Branch Scheme. Any such appointment may be made upon such terms as the Board of Trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A trustee holding any executive office shall not be subject to retirement by rotation.

- 37 Except to the extent permitted by Clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Branch Scheme or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Branch Scheme is a party.
- 38 The Board of Trustees shall have power to appoint persons who have rendered significant service to the Branch Scheme to the office of President. Only one President may hold office at any one time. The President shall be entitled to attend any general meeting of the Branch Scheme but without power to vote on any resolution before the meeting.
- 39 The Board of Trustees shall have the power to appoint people who have rendered significant service to the Branch Scheme to the office of Patron or Honorary Member as it sees fit. The number of Patrons or Honorary Members shall be unlimited and entirely at the Board of Trustees' discretion. Any Patron or Honorary Member shall be entitled to attend any general meeting of the Branch Scheme but without power to vote on any resolution before the meeting.

Proceedings of Trustees

- 40 Subject to the provisions of the articles, the Board of Trustees may regulate their proceedings, as they think fit. Two trustees may, and at their request the secretary shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

- 41 The quorum for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees but shall be not less than half their number.
- 42 The Board of Trustees may appoint one of their number to be the Chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
- 43 The Board of Trustees may appoint one or more sub-committees consisting of at least one Trustee and may include one or more persons who are not members of the Branch Scheme for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.
- 44 All acts done by a meeting of Trustees, or by a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
- 45 A resolution in writing, signed by all the Board of Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had

been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board of Trustees.

- 46 Any bank account in which any part of the assets of the Branch Scheme is deposited shall be operated by the Board of Trustees and shall indicate the name of the Branch Scheme.

Secretary

- 47 Subject to the provisions of the Act, the secretary shall be appointed by the Board of Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

- 48 The Board of Trustees shall keep minutes in books kept for the purpose of all:
- 48.1 appointments of officers made by the Board of Trustees;
- 48.2 proceedings at meetings of the Branch Scheme and of the Board of Trustees and of committees of trustees including the names of the Board of Trustees present at such meetings;
- 48.3 a copy of the Annual Accounts shall be submitted to Crossroads Association within one month of receipt from the Auditors.

Notices

- 49** Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Trustees need not be in writing.
- 50** The Branch Scheme may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
- 51** A member present in person at any meeting of the Branch Scheme shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

- 52** Subject to the provisions of the Act every Trustee or other officer or auditor of the Branch Scheme shall be indemnified out of the assets of the Branch Scheme against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Branch Scheme.

Rules

- 53** The Board of Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Branch Scheme and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the

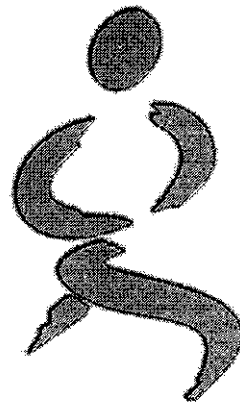
generality of the foregoing, they may by such rules or bye laws regulate:

- 53.1 the conduct of members of the Branch Scheme in relation to one another, and to the Branch Scheme's servants,
- 53.2 the setting aside of the whole or any part or parts of the Branch Scheme's premises at any particular time or times or for any particular purpose or purposes;
- 53.3 generally, all such matters as are commonly the subject matter of company rules.
- 53.4 the Branch Scheme in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board of Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Branch Scheme all such rules or bye laws, which shall be binding on all members of the Branch Scheme. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Alterations to these Articles

- 54 There Articles may only be altered by (a) resolutions(s) passed at an extraordinary general meeting by a two thirds majority of those members present and voting. Any such purported alteration shall not have effect without the express written permission of the Charity Commission. No amendment or purported amendment to paragraph 3 or 48.3 shall have effect without the express written permission of the Association.

GATESHEAD CROSSROADS



1. Memorandum of Association
2. Articles of Association

Adopted: 11 June 2002

Signed: E. Ward
E. Ward. Chairwoman, Board of Trustees.

97 Bewick Road
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Tyne & Wear
NE8 1RR

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Gateshead Crossroads is a registered
charity no 1059917 and a company
limited by guarantee no 3245594
registered in England and Wales

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- 2 The registered office of the Branch Scheme is situated in England and Wales.
- 3 The Branch Scheme's objects ("the Objects") are:

to relieve the stresses experienced by carers, and children and adults who have care needs, as a result of disability, illness or age by offering a respite service through the provision of community-based support workers.

The area of benefit shall be the Borough of Gateshead, as agreed by the Board of Trustees of Crossroads Association.

- 4 In furtherance of the Objects but not otherwise the Branch Scheme may exercise the following powers:
 - 4.1 to employ support workers, not being members of the Board of Trustees, who will provide assistance, either in the home or in the community, to alleviate the stresses experienced by carers;

- 4.2 to monitor and improve the effectiveness and skills of the support workers in accordance with the rules and guidelines of Crossroads Association;**
- 4.3 to publish educational books, pamphlets, leaflets, journals, reports, films and other matter and to organise and promote lectures, discussions, conferences, seminars and courses;**
- 4.4 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Branch Scheme;**
- 4.5 to employ all such officers and servants necessary for the purposes of the Branch scheme;**
- 4.6 to purchase or otherwise acquire lands for any estate or interest;**
- 4.7 to build and maintain premises (whether or not required for occupation for the purposes of the Branch scheme) and alter and improve the same including any existing buildings and to provide the same with light water drainage and all other necessities;**
- 4.8 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;**
- 4.9 to let as residences offices shops or otherwise any part or parts of any land or buildings and in such divisions and manner as shall be in the best interests of the Branch scheme;**
- 4.10 subject to such consents as may be required by law, to raise money for any such purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years;**

- 4.11 to accept subscriptions and donations (whether real or personal estate) and devises and bequests for all or any of the purposes aforesaid and subject to such consents as may be required by law to sell and dispose of to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Branch scheme and generally to manage, invest and expend all monies belonging to the Branch scheme;**
- 4.12 to invest the monies of the scheme not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.**
- 4.13 to provide endow furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other premises necessary for the purposes of the Branch scheme;**
- 4.14 to establish or support any charitable trusts, Branch Scheme or institutions formed for all or any of the Objects.**
- 4.15 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information with them;**
- 4.16 to pay any premium in respect of any indemnity insurance to cover the liability of the members for the time being of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Branch Scheme provided that any such insurance shall not extend to any claim arising from any act or omission which the**

trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not;

4.17 to do all such other lawful things as are necessary for the achievement of the Objects.

5 The income and property of the Branch Scheme shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Branch Scheme, and no trustee shall be appointed to any office of the Branch Scheme paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Branch Scheme: provided that nothing in this document shall prevent any payment in good faith by the Branch scheme:

5.1 of reasonable and proper remuneration for any services rendered to the Branch Scheme by any member, officer or servant of the Branch Scheme who is not a trustee;

5.2 of interest on money lent by any member of the Branch Scheme or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

5.3 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

5.4 of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

5.5 to any trustee of reasonable out-of-pocket expenses;

- 5.6 of any premium in respect of any indemnity insurance to cover the liability of the members for the time being of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Branch Scheme: provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.**
- 6 The liability of the members is limited.**
- 7 Every member of the Branch Scheme undertakes to contribute such amount as may be required (not exceeding £5) to the Branch Scheme's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Branch Scheme's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.**
- 8 If the Branch Scheme is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Branch Scheme, but shall be given to any other Crossroads scheme which upon such dissolution, extends its boundaries to cover the geographical area of benefit previously covered by the Branch Scheme ("the Successor Scheme") (or if more than one of such property which is capable of being divided between the Successor Schemes in such proportions as the Board of Trustees shall in its absolute discretion, determine) or failing which, it shall be given to Crossroads Association.**

**THE COMPANIES ACT 1985-1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF GATESHEAD CROSSROADS**

Interpretation

1 In these Articles:

"the Branch Scheme"	Means GATESHEAD CROSSROADS (also known as Gateshead Crossroads Care Ltd) intended to be regulated by these Articles.
"the Act"	Means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"the Articles"	Means these Articles of Association of the Branch Scheme;
"the Association "	Means the Crossroads Association, company number 1544708, registered charity number 282102;
"the Auditors"	Means the auditors of the Branch Scheme.

“Member Scheme Agreement” Means an agreement in such form as the Association’s Board of Trustees shall approve from time to time concerning the agreement of a Branch Scheme to carry on its respective operations in a manner compatible with the Objects and the Constitution of the Association and entitling it to the use of the name **CROSSROADS”**

“clear days” in relation to the Means the period excluding the day when the notice is; period of a notice given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” Includes any mode of execution;

“Executive Officer” Means the offices of Chair, Vice-Chair, Secretary and Treasurer;

“the Memorandum” Means the Memorandum of Association of the Branch Scheme;

“office” Means the registered office of the Branch Scheme;

“the seal” Means the common seal of the Branch Scheme if it has one;

“Secretary” Means the Secretary of the Branch Scheme or any other person appointed to perform the duties of the secretary of the Branch Scheme, including a joint, assistant or deputy secretary;

“The Board of Trustees” “the Trustees” and “the Board” Means the Directors of the Branch Scheme (and “Trustee” means any One of them);

“United Kingdom” Means Great Britain and Northern Ireland;

and words importing the masculine gender only shall include the feminine gender. Subject as aforesaid, words or expressions continued in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2 Branch Scheme Membership

2.1 The Board of Trustees may at its discretion admit to membership individuals and organisations who support the objects of the Branch Scheme, provided that any such person or organisation has paid or has agreed to pay the appropriate annual subscription for the time being in force. A member may resign his membership of the Branch Scheme by written notice to effect upon receipt of such notice by the Secretary.

2.2 A corporate body or association which is a member shall appoint a deputy who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Branch Scheme all such rights and powers as the corporate body or association would exercise if it was an individual person. Each member

organisation shall send to the Secretary of the Branch Scheme written notification of its choice of deputy.

- 2.3 The Branch Scheme shall maintain a register of members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be a member.
- 2.4 All members shall be bound to the best of their ability to further the objects, interests and influence of the Association and the Branch Scheme.
- 2.5 The Board of Trustees may, by notice to a member, terminate that member's membership when the Board of Trustees (acting reasonably and after considering any representations from the member concerned) determines that the member has failed to act in accordance with Article 2.4.

3 Association Membership

- 3.1 The Branch Scheme shall be and remain a member of the Association by signing and abiding by the Member Scheme Agreement as laid down from time to time by the Association for its members.
- 3.2 The Board of Trustees shall nominate one member of the Branch Scheme to represent the Branch Scheme at General Meetings of the Association and to attend and vote on its behalf.
- 3.3 Being a Member of the Association, the Branch Scheme shall not amend its Memorandum of Association nor these Articles of Association without the written consent of the Association's board of trustees.

- 3.4 The Branch Scheme may resign from membership of the Association by giving due notice as in the Member Branch Scheme Agreement to that effect to the Company Secretary of the Association.**

General Meetings

- 4 The Branch Scheme 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; and not more than fifteen months shall elapse between the date of one annual general meeting of the Branch Scheme and that of the next. The Annual General Meeting shall be held at such times and places as the Board of Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.**
- 5 The Board of Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call an extraordinary general meeting, any trustee from the Board of Trustees or any member of the Branch Scheme may call a general meeting.**

Notice of general meetings

- 6 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed.**

- 6.1** in the case of an annual general meeting, by all the members entitled to attend and vote; and
- 6.2** in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
- 6.3** the notice shall specify the 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.
- 6.4** the notice shall be given to all the members and to the Board of Trustees and the auditors.
- 7** 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 at that meeting.

Proceedings at general meetings

- 8** All business shall be deemed special that is transacted at an extraordinary general meeting, with the exception of the consideration of the accounts and financial statements, and the reports of the Board of Trustees and Auditors, the declaration of the election of members of the Board of Trustees in the place of those retiring and the appointment, and the authorising of the Board of Trustees to fix the remuneration, of the auditors.
- 9** No business shall be transacted at any meeting unless a quorum is present. Eight persons each being a member of the duly authorised voting member or the duly authorised voting member of the Branch Scheme, or one tenth of the total number of such

persons for the time being, whichever is the greater, shall constitute a quorum.

- 10 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Board of Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 11 The Chair, if any, of the Board of Trustees or in his absence the Vice Chair or some other trustee nominated by the Board of Trustees shall preside as chair of the meeting, but if neither the Chair nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board of Trustees present shall elect one of their number to be Chair and, if there is only one trustee present and willing to act, he shall be Chair.
- 12 If no trustee is willing to act as chair, or if no trustee 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 Chair.
- 13 The Chair 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 adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the

adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 14** 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. Subject to the provisions of the Act, a poll may be demanded:

14.1 by the Chair; or

14.2 by at least two members having the right to vote at the meeting.

- 15** Unless a poll is duly demanded a declaration by the chair 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.

- 16** The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

- 17** A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 18 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote the may have.
- 19 The Board of Trustees may in its absolute discretion permit any interested person, notwithstanding that he is not a voting member of the Branch Scheme, to attend any general meeting of the Branch Scheme but no such person shall be entitled to speak or vote at any meeting which he is so permitted to attend.

Votes of members.

- 20 Subject to Article 18, every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable to the Branch Scheme by him or his organisation have been paid.
- 22 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 Chair whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by a duly authorised member 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 Branch Scheme at the office 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.

Board of Trustees

- 24 The number of trustees shall be not less than four but (unless otherwise determined by ordinary resolution) shall not exceed twelve.**

Powers of the Board of Trustees

- 25 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Branch Scheme shall be managed by the Board of Trustees who may exercise all the powers of the Branch Scheme. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Board of Trustees 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 Board of Trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees.**

- 26 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Board of Trustees shall have the following powers, namely:**

- 26.1 to expand the funds of the Branch Scheme in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Branch Scheme such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Branch Scheme;**

26.2 to enter into contracts on behalf of the Branch Scheme.

Appointment and Retirement of Trustees

- 27 A new Board of Trustees shall be elected by and from the membership at the Annual General Meeting in accordance with such procedures as may be adopted by the Board of Trustees from time to time, provided that such procedures allow every member of the Company to stand for election and to vote. The Board of Trustees may make regulations concerning the election of members to ensure balanced representation of various interest groups represented amongst the membership.**
- 28 If the Branch Scheme does not fill a vacancy the retiring trustee shall, if willing to act, be deemed to have been re-appointed, unless at the meeting it is resolved not to fill the vacancy or a resolution for the appointment of the trustee is put to the meeting and lost.**
- 29 It should also be noted that if the departure of a trustee leaves the Branch Scheme with less than four trustees, the outgoing trustee continues to hold trustee responsibility until the Branch Scheme is wound up or a replacement trustee is identified.**
- 30 At least 14 clear days written notice shall be given to the members of the names of those nominated or otherwise standing for appointment or re-appointment as a trustee. The persons to be appointed as trustees shall be determined by ballot of the members.**
- 31 The Board of Trustees may appoint a person who is willing to act to be a trustee either to fill a casual vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed 12 or any other number fixed by or**

in accordance with the Articles as the maximum number of trustees and provided that the appointment would not cause the number of trustees which have not been nominated and elected in accordance with Articles 27 to exceed three. Any trustee appointed under this clause shall only hold office until the next Annual General Meeting.

32 No person may be appointed as a trustee:

32.1 unless he has attained the age of 18 years; or

32.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 33,

Disqualification and removal of Trustees

33 A trustee shall cease to hold office if he:

33.1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

33.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his affairs;

33.3 resigns his office by notice to the Branch Scheme (but only if at least four trustees will remain in office when the notice of resignation is to take effect);

33.4 is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board resolves that his office be vacated;

- 33.5** does or omits to do anything which he or she should or should not have done and which brings the Branch Scheme into disrepute;
- 33.6** behaves in a manner which is materially contrary to any code of conduct from time to time adopted by the Branch Scheme;
- 33.7** would at the date of re-appointment have served as a trustee for a continuous period of 6 years except by special resolution of the Board of Trustees to the contrary.
- 34** No person shall be incapable of being appointed or elected as a member of the Board by reason of his or her having attained the age of seventy years or any other age, nor shall any member of the Board be obliged to vacate his or her office by reason of having attained the age of seventy or any other age.

Trustees expenses

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

Trustees' appointments

- 36** Trustees may appoint one or more of their number to any unremunerated executive office under the Branch Scheme. Any such appointment may be made upon such terms as the Board of Trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A trustee holding any executive office shall not be subject to retirement by rotation.

- 37 Except to the extent permitted by Clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Branch Scheme or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Branch Scheme is a party.
- 38 The Board of Trustees shall have power to appoint persons who have rendered significant service to the Branch Scheme to the office of President. Only one President may hold office at any one time. The President shall be entitled to attend any general meeting of the Branch Scheme but without power to vote on any resolution before the meeting.
- 39 The Board of Trustees shall have the power to appoint people who have rendered significant service to the Branch Scheme to the office of Patron or Honorary Member as it sees fit. The number of Patrons or Honorary Members shall be unlimited and entirely at the Board of Trustees' discretion. Any Patron or Honorary Member shall be entitled to attend any general meeting of the Branch Scheme but without power to vote on any resolution before the meeting.

Proceedings of Trustees

- 40 Subject to the provisions of the articles, the Board of Trustees may regulate their proceedings, as they think fit. Two trustees may, and at their request the secretary shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

- 41 The quorum for the transaction of the business of the Board of Trustees may be fixed by the Board of Trustees but shall be not less than half their number.
- 42 The Board of Trustees may appoint one of their number to be the Chair of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
- 43 The Board of Trustees may appoint one or more sub-committees consisting of at least one Trustee and may include one or more persons who are not members of the Branch Scheme for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees.
- 44 All acts done by a meeting of Trustees, or by a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
- 45 A resolution in writing, signed by all the Board of Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had

been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board of Trustees.

- 46** Any bank account in which any part of the assets of the Branch Scheme is deposited shall be operated by the Board of Trustees and shall indicate the name of the Branch Scheme.

Secretary

- 47** Subject to the provisions of the Act, the secretary shall be appointed by the Board of Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

- 48** The Board of Trustees shall keep minutes in books kept for the purpose of all:
- 48.1** appointments of officers made by the Board of Trustees;
- 48.2** proceedings at meetings of the Branch Scheme and of the Board of Trustees and of committees of trustees including the names of the Board of Trustees present at such meetings;
- 48.3** a copy of the Annual Accounts shall be submitted to Crossroads Association within one month of receipt from the Auditors.

Notices

- 49** Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Trustees need not be in writing.
- 50** The Branch Scheme may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.
- 51** A member present in person at any meeting of the Branch Scheme shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

- 52** Subject to the provisions of the Act every Trustee or other officer or auditor of the Branch Scheme shall be indemnified out of the assets of the Branch Scheme against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Branch Scheme.

Rules

- 53** The Board of Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Branch Scheme and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the

generality of the foregoing, they may by such rules or bye laws regulate:

- 53.1 the conduct of members of the Branch Scheme in relation to one another, and to the Branch Scheme's servants,
- 53.2 the setting aside of the whole or any part or parts of the Branch Scheme's premises at any particular time or times or for any particular purpose or purposes;
- 53.3 generally, all such matters as are commonly the subject matter of company rules.
- 53.4 the Branch Scheme in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board of Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Branch Scheme all such rules or bye laws, which shall be binding on all members of the Branch Scheme. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Alterations to these Articles

- 54 There Articles may only be altered by (a) resolutions(s) passed at an extraordinary general meeting by a two thirds majority of those members present and voting. Any such purported alteration shall not have effect without the express written permission of the Charity Commission. No amendment or purported amendment to paragraph 3 or 48.3 shall have effect without the express written permission of the Association.