

Companies Acts 1985 and 1989

Company limited by guarantee and  
not having share capital

**ARTICLES OF ASSOCIATION OF  
CREWKERNE HERITAGE CENTRE LIMITED**

**1. MEMBERSHIP**

- 1:1 The number of members with which the company proposes to be registered is unlimited
- 1:2 The Charity must maintain a register of members
- 1:3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
- 1:3:1 applies to the Charity in the form required by the Trustees
- 1:3:2 is approved by the Trustees and
- 1:3:3 signs the Register of Members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1:4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1:5 Membership is terminated if the member concerned
- 1:5:1 gives written notice of resignation to the Charity
- 1:5:2 dies or (in the case of an organisation) ceases to exist
- 1:5:3 is six month in arrears of paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due )or
- 1:5:4 is removed from membership by resolution of the Trustees on the ground that in their responsible opinion the member's continued membership is harmful to the Charity ( but only after notifying the member in writing and considering the matter in light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1:6 Membership of the Charity is not transferable



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## **2. GENERAL MEETINGS**

2:1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. If agreed by the Trustees in advance meetings may be held by suitable electronic means in which all participants may communicate with all other participants. General meetings are called on at least clear 21 days written notice specifying the business to be discussed

2:2 There is a quorum at a meeting if the number of members or authorised representatives personally present or participating by electronic means is at least 6 ( or 10 per cent the members if greater)

2:3 The Chair or ( if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2:4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2:5 Except for the Chair of the meeting, who has a second or casting vote, every member attending in person or electronically (or through an authorised representative) has one vote on each issue

2:5:1 On a poll, votes may be given either personally or by proxy

2:5:2 The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

2:5:3 The instrument of appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of the power or authority must be deposited not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote at the Office or at such other place as is nominated by the Board. In default the instrument of proxy shall not be treated as valid.

2:5:4 An instrument of proxy must be in a common form or form which the Directors approve. Proxies need not be witnessed. The proxy shall be deemed to include the right to demand or join in demanding a poll and generally to act at the meeting for the member giving the proxy. The proxy shall unless it states the contrary be valid for an adjournment of the meeting as well as for the meeting to which it relates.

2:5:5 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of the death, incapacity or revocation has been received at the Office at least 48 hours before the commencement of the meeting or adjourned meeting at which the proxy is used

2:6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2:7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held in within 18 months after the Charity's incorporation.

2:8 At an AGM the members

2:8:1 receive the accounts of the Charity for the previous financial year

2:8:2 receive the Trustees' report on the Charity's activities since the previous AGM

2:8:3 accept the retirement of those Trustees who wish to retire or are retiring by rotation

2:8:4 elect persons to be Trustees to fill the vacancies arising

2:8:5 appoint an auditor or independent examiner for the Charity if it is a necessary legal requirement to do so or if requested by the Trustees

2:8:6 may confer on any individual (with his or her consent) the Honorary title of Patron, President or Vice-President of the Charity and

2:8:7 discuss and determine any issues of policy or deal with any other business put before them

2:9 Any general meeting which is not an AGM is an EGM

2:10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 2 members.

### **3. THE TRUSTEES**

3:1 The Trustees as Charity Trustees have control of the Charity and its property and funds

3:2 The Trustees when complete consist of at least six and not more than eleven individuals, all of whom must be members.

3:2:1 One such Trustee shall be nominated by Crewkerne Town Council

3:2:2 All other trustees shall be elected by the Membership at the AGM

3:3 The subscribers to the Memorandum are the first Trustees of the charity.

3:4 Every Trustee must sign a declaration of willingness to act as a Charity Trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees

3:5 One third (or the number nearest one third) of the Trustees must retire at each AGM those longest in office retiring first and the choice between any of equal service being made by drawing lots.

3:6 A Trustee's term of office automatically terminates if he or she

- 3:6:1 is disqualified under the Charities Act 1993 from acting as a Charity trustee
- 3:6:2 is incapable, whether mentally or physically, of managing his or her own affairs
- 3:6:3 is absent from three consecutive meetings of the Trustees
- 3:6:4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other trustees on resuming membership of the Charity before the next AGM).
- 3:6:5 resigns by written notice to the Trustees (but only if at least two Trustees remain in office)
- 3:6:6 is removed by resolution passed by at least 70 per cent of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3:7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3:8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### **4. PROCEEDINGS OF TRUSTEES**

- 4:1 The Trustees must hold at least two meetings each year
- 4:2 A quorum at a meeting of the Trustees is three Trustees
- 4:3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4:4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4:5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4:6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4:7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at the meeting

## **5. POWERS OF THE TRUSTEES**

The Trustees have the following powers in the administration of the Charity

- 5:1 To appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5:2 to appoint a Chair, Treasurer and other honorary officers from among their number
- 5:3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees
- 5:4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5:5 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of other committees
- 5:6 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5:7 to establish procedures to assist the resolution of disputes within the Charity
- 5:8 to exercise any powers of the Charity which are not reserved to a general meeting

## **6. RECORDS AND ACCOUNTS**

6:1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit or independent examination of accounts when necessary and the preparation and transmission to the Registrar of Companies and the Commission of:

- 6:1:1 annual reports
- 6:1:2 annual returns
- 6:1:3 annual statements of account

6:2 The Trustees must keep proper records of

- 6:2:1 all proceedings at general meetings
- 6:2:2 all proceedings at meetings of the Trustees
- 6:2:3 all reports of committees and
- 6:2:4 all professional advice obtained

6:3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

6:4 A copy of the Charity's latest statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

## **7. NOTICES**

7:1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Charity

7:2 The only address at which a member is entitled to receive notices is the postal or email address shown in the Register of Members, whichever is the member's preferred method of communication

7:3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

7:3:1 24 hours after being sent by electronic means or delivered by hand to the relevant address

7:3:2 two clear days of being sent by first class post to that address

7:3:3 three clear days of being sent by second class post or overseas post to that address

7:3:4 on the date of publication of a newspaper containing the notice

7:3:5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier

7:3:6 as soon as the member acknowledges actual receipt

7:4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **8. DISSOLUTION**

The provisions of the Memorandum relating to dissolution take effect as though repeated here

## **9. INTERPRETATION**

In the Memorandum and in these Articles:

9:1

"The Act" means the Companies Act 1985

"AGM" means annual general meeting of the Charity

"these Articles" means these articles of association

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chair" means the Chair of the Trustees

"the Charity" means the company governed by these Articles

"charity trustees" has the meaning prescribed by Section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event

"the Commission" means the Charity Commissioners for England and Wales

"EGM" means extraordinary general meeting of the Charity

"financial expert" means an individual company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986 or a person with relevant knowledge and experience, including a Trustee

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in Clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the objects

"Trustee" means a director of the Charity and "Trustees" means all of the directors

"written" or "in writing" refers to a legible document on paper including an email

"year" means calendar year

9:2 Expressions defined in the Act have the same meaning

9:3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it