

As approved at the AGM 9th November 2017

The Companies Acts 2006

COMPANY LIMITED BY GUARANTEE No. 4089288

Articles of Association of

Halifax Opportunities Trust

Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and the Companies Act 2006 and any other amendments from time to time in force.

"The Company" means the above-named company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"The Board of Trustees" means all those persons for the time being appointed to perform duties of directors of the Company.

"Employee" means anyone holding a contract of employment with the Company.

"The Seal" means the common seal of the Company.

"In Writing" shall still be taken to include references to printing, photocopying, email and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

2. The Board of Trustees may at its discretion admit into membership the following:

- a) any organisation working in Calderdale and its immediate neighbourhood which supports the objects of the Company.
- b) any individual person living or working in Calderdale and its immediate neighbourhood, who supports the objects of the company.

3. Each Member organisation shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the Member would exercise if it were

FRIDAY



R6JF09D4

RM

17/11/2017

#46

COMPANIES HOUSE

an individual person. Each Member organisation shall send to the Secretary of the Company written notification of its choice of representative.

Register of Members

4. The Company 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. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to his/her name or address.

Cessation of Membership

5. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
6. A member shall cease to be a member immediately that he/she or it:
 - a) resigns in writing to the Secretary; or
 - b) ceases to meet any of the criteria for Membership specified in article 2 or regulations laid down in accordance with article 61; or
 - c) fails to pay the annual subscription when due; or
 - d) is wound up or goes into liquidation; or
 - e) dies; or
 - f) becomes bankrupt or, in the opinion of the Board of Trustees, incapable on medical or psychological grounds of carrying out the duties of a member; or
 - g) has been convicted of a criminal offence which is unspent; or
 - h) is expelled by the Board for conduct prejudicial to the Company, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

General Meetings

7. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting; the first Annual General Meeting shall be held within eighteen months of incorporation.
8. The business of and Annual General Meeting shall comprise:
 - a) the consideration of the Report and Accounts presented by the Board of Trustees;
 - b) election of individual members to the Board of Trustees;
 - c) ratifying of annual subscriptions;
 - d) the appointment and the fixing of the remuneration of the auditor or auditors (if any);

- e) such other business as may have been specified in the notices calling the meeting.
9. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
10. The Board of Trustees may whenever they think it fit convene a General Meeting, or a General Meeting may be convened by ten per cent of the members of the Company, as provided by section 305 of the Act.
11. Decisions at General Meetings shall be made by passing resolutions:
- a) Decisions involving an alteration to the Memorandum and Articles of Association of the Company and other decisions so required from time to time by statute, shall be made by a Special Resolution. A Special Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
 - b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

Notices

12. All General Meetings shall be called by at least twenty-one clear days notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.
13. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
14. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or any resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
15. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
16. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

17. No member shall have more than one vote on any question to be decided at a General Meeting.
18. Votes may only be cast personally. Proxy voting is not permitted.
19. No business shall be transacted at a General Meeting unless a quorum of members is present. Three members or ten per cent of the members shall be a quorum. A member shall declare an interest in, and shall not debate or vote in respect of any matter which she or he has a personal material or financial interest and shall withdraw from any meeting where such a matter is discussed.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day the next week at the same time and same place or otherwise as the Board of Trustees may direct. All members shall be given such notice as is practicable of such an adjourned meeting. The members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.
21. At every General Meeting the Chairperson shall preside, if the Chairperson is not present within ten minutes of the appointed time for the meeting, the Vice Chairperson shall preside, if they are also absent the members present shall choose one of their number to act as Chairperson whose function shall be to conduct the business of the meeting in an orderly manner.
22. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall not have a casting vote and the resolution shall be deemed to be lost.
23. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed by one or more members.

Board of Trustees

24. The Company shall have a Board of Trustees of not less than six drawn from its membership.
25. For the avoidance of doubt Board members are the Directors and Trustees of this Charitable Company.
26. Organisations given the right to appoint someone under article 24 shall be asked every year to confirm or replace their chosen representative to be appointed. Such representatives may serve for a maximum of fifteen years continuously, after a period of one year has lapsed, they shall be eligible for re-appointment.

27. At the first and every Annual General Meeting, one-third of the elected members of the Board of Trustees (those elected under article 24), or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since the last election. Regarding members of the Board of Trustees who have been office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-election, subject to a maximum of fifteen years continuous service, such Individuals may re-stand for re-election after a period of one year has lapsed.
28. The Board of Trustees may at their discretion co-opt up to six additional persons by virtue of their specialist skills or experience to serve as Board members, co-opted Board members shall retire at the annual general meeting following their co-option, and they shall be eligible for further co-option.
29. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of a charity be a member of the Board of Trustees.
30. A Board of Trustees member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly, and shall withdraw from any meeting where such a matter is discussed.
31. Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Trustees or General Meetings of the Company or in connection with the business of the Company.
32. The office of a Board member shall be immediately vacated if:
- a) in the opinion of a majority of the Board of Trustees, fails to declare her/his interest in any contract as referred to in Article 30; or
 - b) is absent from three successive meetings of the Board of Trustees without special leave of absence from the Board of Trustees and they pass a resolution that s/he has by reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Board of Trustees; or
 - c) becomes bankrupt or, in the opinion of the Board of Trustees, incapable on medical or psychological grounds of carrying out the duties of a Board member, or is otherwise prevented by law from continuing as a company director; or
 - d) has been convicted of a criminal offence which is unspent; or
 - e) is the appointee of an Organisation and has their appointment revoked; or
 - f) is removed from office by Ordinary Resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
 - g) is prohibited by law from serving as a trustee of a charity; or
 - h) fails to abide by any of the criteria laid down in regulations drawn up in accordance with article 61; or

- i) is expelled by the Board for conduct prejudicial to the Company, provided that any Board Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made; or
- j) ceases to be a member of the Company.

Powers and Duties of the Board of Trustees

- 33. The affairs of the Company shall be managed by the Board of Trustees who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
- 34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such a manner as the Board of Trustees shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Board of Trustees must be signed by at least two Board of Trustee members.
- 35. Without prejudice to its general powers, the Board of Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings for the Board of Trustees

- 36. Members of the Board of Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.
- 37. At every meeting of the Board of Trustees the Chairperson shall preside, if the Chairperson is not present within ten minutes of the time appointed for the meeting, the Vice Chairperson shall preside, in the event of their absence, the members present shall appoint one of their number to act as Chairperson, whose function it shall be to conduct the business of the meeting in an orderly manner.
- 38. Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Trustees present having one vote. In the case of an equality of votes, the Chairperson of the meeting shall not have a casting vote and the resolutions shall be deemed to be not carried.
- 39. The Secretary on the requisition of any two Board members shall summon a meeting of the Board of Trustees by giving reasonable notice to all Board of Trustees members. It shall not be necessary to give notice of a meeting of the Board of trustees to any of its members for the time being absent from the United Kingdom.

40. The quorum for Board of Trustees meetings shall be six members of the Board and either the Chairperson or a Vice Chairperson shall be present.
41. The Board of Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than the quorum, the Board of Trustees may act for the purposes of increasing the number of Board of Trustees members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
42. The Board of Trustees shall cause accurate records to be made, in books provided for that purpose, of:
- a) the name, details, and date of appointment of all persons appointed to office;
 - b) the names of the Board of Trustees members, officers, members and other persons present at all General, Board of Trustees and Sub-Committee meetings of the Company;
 - c) minutes of all proceedings and resolutions at all General, Board of Trustees and Sub-Committee meeting of the Company;
 - d) all applications of the Seal to any document.
43. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Trustees.
44. The Board of Trustees may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Trustees which regulations shall always include provision for regular and prompt reports to the Board of Trustees.
45. All acts done by any meeting of the Board of Trustees or by any person acting as a member of the Board of Trustees shall, even if it be afterwards discovered that there was some defect in the appointment of any Board of Trustees member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Trustees member.
46. A resolution in writing, signed by all the Board of Trustees members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Trustees, and may consist of several similar documents signed by one or more Board of Trustees members.
47. The Board of Trustees may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Officers

48. At their first meeting following the annual general meeting the members of the Board of Trustees shall elect from their own number a Chairperson, Vice

Chairperson, Treasurer and any other such officers as they consider fit. Officers shall serve for one year, after which they may be re-elected. Any officer elected by the Board of Trustees may be removed by a majority vote of the Board of Trustees, subject to a right of appeal.

Secretary

49. The Board of Trustees shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
50. No remuneration may be paid to a Secretary who is also a member of the Board of Trustees.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Trustees member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

52. If the Company has a Seal, it shall only be used by the authority of the Board of Trustees and every instrument to which the Seal shall be applied shall be signed by a Board of Trustees member and shall be countersigned by the Secretary or by a second Board of Trustees member. Every such application of the Seal shall be minuted.

Accounts

53. The Board of Trustees shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Company;
 - c) the assets and the liabilities of the Company.
 - d) Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
54. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Board of Trustees thinks fit, and shall be open to the inspection of all members during office hours.
55. The Board of Trustees shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together

with a copy of the auditor's report and Board of Trustee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

57. Subject to such statutory regulations or exemptions as may be in force, and unless the Company is eligible for and has decided to apply the small company audit exemptions, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
58. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Not for Profit Status

59. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

Indemnity

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

Regulations

61. The Company in General Meeting or the Board of Trustees may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with the Memorandum of Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Trustees and sub-committees. All members of the Company and the Board of Trustees shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

62. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.