

ARTICLES OF ASSOCIATION OF
THE TOWCESTER PARTNERSHIP

THURSDAY



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03/09/2009

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COMPANIES HOUSE

INTERPRETATION

- 1 In 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 the Articles of the Association
 - "the Association" means THE TOWCESTER PARTNERSHIP
 - "clear days" in relation to a period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
 - "executed" means any mode of execution
 - "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
 - "office" means the registered office of the Association
 - "the seal" means the common seal of the Association
 - "secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.
 - "Towcester and its hinterland" shall mean the civil parishes (according to their boundaries at 1st February 2003) of Abthorpe, Adstone, Blakesley, Blisworth, Bradden, Cold Higham, Easton Neston, Gayton, Grafton Regis, Greens Norton, Litchborough, Maidford, Pattishall, Paulerspury, Shutlanger, Silverstone, Slapton, Stoke Bruerne, Tiffeld, Towcester, Wappenham, Weston and Weedon, and Whittlebury
 - "the United Kingdom" means Great Britain and Northern Ireland
 - "person" includes any individual, corporation, partnership or unincorporated association
 - Words denoting the singular shall include the plural and vice-versa
 - Words denoting one gender (masculine, feminine or neuter) shall include both other genders unless the context otherwise requires
 - Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Association.

- 2 The Association is established for the purposes declared in the Memorandum of Association.

- 3.1 (a) The subscribers to the Memorandum of the Association and such other persons as are admitted to membership in accordance with the articles shall be members of the Association. There shall be no more than twelve members appointed as follows:-
 - (i) The Head Teacher for the time being of the Sponne School, Towcester (or another person representing educational institutions in Towcester or its hinterland as that area is defined in the Memorandum of Association)
 - (ii) two (2) members shall be nominees of South Northamptonshire Council
 - (iii) two (2) members shall be nominees of Towcester Town Council
 - (iv) one member shall be a nominee of Northamptonshire County Council
 - (v) two (2) members shall be nominees of the Towcester Business Club
 - (vi) one member shall be a nominee of the Towcester Family of Churches
 - (vii) one member shall be a nominee of the Towcester Health Centre Partnerships

- (b) The appointments of the first nominees will terminate in accordance with the following Schedule :

South Northamptonshire Council	and	1 July 2003
Towcester Town Council nominees		
Towcester Family of Churches	and	1 July 2004
Towcester Health Centre Partnerships		
Northamptonshire County Council and the		1 July 2005
person referred to in paragraph 3.1 (i)		
Towcester Business Club		1 July 2006

Any casual vacancies shall be filled by the body entitled to nominate for the remainder of the original term of office of the person first nominated.

- (c) the remaining members, who shall be the Chair, Managing Director, and Finance Director, be appointed by the members in general meeting by ordinary resolution (upon the nomination in writing by any member or director and application in writing by the proposed member)

PROVIDED THAT no member shall be nominated or appointed (under any provision of article 3.1) for a term exceeding four years but he may then be reappointed for a further term also not exceeding four years

- 3.2 In the event that it should appear desirable to the nominees of the nominating bodies referred to in article 3.1 clause (b) to grant to another nominating body the right to nominate a member of the Association then

- (a) the title of that nominating body shall be added to those set out in article 3.1 clause (a)
(b) the number of members of the Association shall be increased to take account of the additional nomination (but not so as to exceed an overriding maximum of twenty four members.

PROVIDED THAT the unanimous approval of all the nominees referred to in article 3.1 clause (b) for the time being shall be required for any rights of nomination to be granted under this article 3.2

- 3.3 If any nominating body having the right to nominate a member of the Association should wish permanently to cease to do so and signify the same in writing to the Association then the name of that nominating body shall be removed from article 3.1 clause (b).
- 3.4 If there is any dispute as to the identity of any of the nominating bodies (or any successor thereto) referred to in article 3.1. (i), (v), (vi) or (vii), then the matter shall be conclusively determined by an ordinary resolution of the remaining members in general meeting at which the representative of the nominating body whose identity or succession is in question shall be entitled to speak but not to vote on that issue.
4. A member may at any time withdraw from the Association by giving at least seven clear days notice to the Association. Membership shall not be transferable and shall in the case of an individual cease on death.
5. A member shall be deemed to resign, and shall be advised of thereof in writing, if
- (a) he is a nominated member under the provisions of article 3.1 clause (a) or (b), and the nominating authority removes him by written notice to the directors,
- (b) he ceases to be a director pursuant to the terms of article 37.

GENERAL MEETINGS

6. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Association may call the meeting.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director 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 :-
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. of the total voting rights at the meeting of all the members.

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.

8. 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

9. No business shall be transacted at any meeting unless a quorum is present. One-third the number of members actually appointed (under any provision of article 3.1) who are entitled to vote upon the business to be transacted shall be a quorum.
10. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
11. The Chair, the Managing Director and the Finance Director shall be elected annually in general meeting for a period of one year. No person shall be elected Chair or Managing Director more than four consecutive periods of one year each, although after one further year that person shall be eligible for re-election to either such office.
12. The Chair, or in his absence the Managing Director or Finance Director, or in the absence of all of them, some other member elected by general meeting shall preside as Chair of a general meeting.
13. No person who is not a director, or who has not been nominated for appointment or reappointment as a director, shall at any time be a member of the Association.
14. 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 in an adjourned meeting other than business which might properly have been transacted at the meeting had the 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.
15. 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: -
 - a) by the Chair; or
 - b) by at least two members having the right to vote at the meeting; or
 - c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
16. 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.
17. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
18. 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 result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. 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 he may have.
20. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before

the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

23. On a show of hands or on a poll every member present in person shall have one vote.
24. No member shall have the right to vote by proxy.
26. 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.

NUMBER OF DIRECTORS

27. Unless otherwise determined by ordinary resolution, the maximum number of directors shall be 24 (twenty-four), and the total number of directors shall be not less than 12 (twelve).

POWERS OF DIRECTORS

28. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the directors who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

29. The directors may delegate any of their powers to any committee consisting of three or more directors, and they may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him, provided that any such delegation is approved by a general meeting. Any such delegation may be made subject to any conditions agreed by a general meeting, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with three or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying, provided that all acts and proceedings of any such committee shall be reported fully and promptly to the directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

30. The first Directors of the Association shall be

Andrew William Ronald Wilby
The Reverend Canon Michael Robert Henry Baker
Geoffrey Norman Iley
Dr. Robin Kelso
Jonathan William Carpenter
Jacqueline Dawn Hart
Ian Crosland Brown
Jacqueline Anne Oliver
William Anthony Gray
Ian Robert Miller
Rosemary Edith Margaret Bromwich
Mary Joan Clarke

and all members of the Association shall be directors and the provisions as to the retirement and election of members shall apply to the rotation of directors, subject to the provisions of the Act.

31. Subject to the provisions of the Act, the directors to retire by rotation shall be those whose term of office as members has been determined in accordance with the provisions of these articles.
32. Subject to the preceding provisions, if the Association, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
33. Subject to the preceding provisions, no person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless no less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of directors.
35. Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors, and may also determine the rotation in which any additional directors are to retire.
36. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

37. The office of a director shall be vacated if -

- (a) he ceases to be a director by virtue of any provision of the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either -
 - (1) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or its equivalent in any other part of the United Kingdom, or
 - (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice in writing to the Association; or
- (e) the Association in general meeting resolves that his office be vacated; or
- (f) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.
- (g) Any person ceasing to be a director shall automatically cease to be a member of the Association.

DIRECTORS' EXPENSES

38. The directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

39. Without prejudice to the right of the Directors to appoint a Managing Director or a director to another executive office, and subject to the provisions of the Act, a general meeting may also appoint one or more of the directors to the office of managing director or to any other executive office under the Association. Any such appointment, agreement or arrangement made by a general meeting may be made upon such terms as the general meeting determines. Any appointment of a director to an executive office shall terminate if he ceases to be a director. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
40. Subject to the provisions of the Act, and Clause 7 of the Memorandum, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office, may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested.
41. For the purposes of Article 40: -
(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

42. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director 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.
43. The quorum for the transaction of the business of the directors shall be one-third the number of directors for the time being appointed subject at all times to a minimum of three (and for this purpose directors appointed under article 35 as an additional director shall be disregarded). No director shall act as such or vote unless he has accepted his office by written acknowledgment of his appointment.
44. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
45. The Chair appointed pursuant to article 3.1(c), or in his absence the Managing Director or Finance Director, shall preside at every meeting of directors at which he is present. But if there is no director holding any such office, or if such directors are unwilling to preside or are not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to the Chair of the meeting.
46. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote.
47. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.

48. A meeting of the directors may be held either in person or by suitable electronic means agreed by the directors in which all the participants may communicate with all the other participants PROVIDED THAT at least three meetings of the directors in each year must take place in person.
49. Subject to the provisions of the Act, the secretary shall be appointed by the directors subject to confirmation by ordinary resolution for such term, at such remuneration and upon such conditions as they may think fit. Provided that if the directors shall appoint a secretary from among the directors he shall not receive any remuneration other than the repayment of expenses in accordance with article 38 hereof out of the funds of the Association; and any secretary so appointed may be removed by them, subject to confirmation by ordinary resolution.

MINUTES

50. The directors shall cause minutes to be made in books kept for the purpose
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Association, and of the directors and of committees of directors, including the names of the directors present at each such meeting.
 - (c) of all professional advice obtained.

RECORDS AND ACCOUNTS

- 51
- 51.1 The Directors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of
 - (a) annual reports
 - (b) annual returns
 - (c) annual statements of accounts
 - 51.2 Accounting records relating to the Association must be made available for inspection by any director at any reasonable time during normal office hours and may be made available for inspection by members who are not directors if the directors so decide.
 - 51.3 A copy of the Association's latest available statement of account must be supplied on request to any director or member, or to any other person who makes a written request and pays the Association's reasonable costs, within two months.
 - 51.4 Any requirement in these Articles that the Association shall comply with any terms of the Charities Act shall apply only in the event that the Association is registered as a charity with the Charity Commissioners for England and Wales.

EXECUTION OF INSTRUMENTS

52. If the Association has a Seal it shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors shall determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined, or if there is no Seal, an instrument shall be signed by a director and by the secretary or by a second director.
53. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association.

NOTICES

54. 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 directors need not be in writing.
55. The Association 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. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association. A member may in writing elect to

have notices of meetings sent to him at an electronic mailing address and any notice thereafter sent to that member by such means shall be deemed to have been properly served.

56. A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
57. Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic mail was sent (where a member had elected to receive notices in that manner) shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

58. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment 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 Association.

DISSOLUTION

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

Andrew William Ronald Wilby
45, Belle Baulk,
Towcester, NN12 6YE

**The Reverend Canon Michael Robert
Henry Baker**
The Vicarage
Chantry Lane
Towcester NN12 6YY

Geoffrey Norman Iley
Nookfield House
Malthouse Court
The Lindens Towcester NN12 6UY

Dr. Robin Kelso
Stonehouse,
Gayton Road,
Eastcote,
Towcester, NN12 8NG.

Jonathan William Carpenter

Ridgeway Cottage,
3, High Street,
Weston,
Towcester, NN12 8PU

Jacqueline Dawn Hart

8 Nightingale Drive,
Towcester, NN12 6RA.

Ian Crosland Brown

Carrick House
King Street
Maidford
Towcester, NN12 8HQ

Jacqueline Anne Oliver

Valentine Cottage
The Green
Lois Weedon
Towcester NN12 8PN

William Anthony Gray

14 Hodge Close,
Astcote,
Towcester, NN12 8NR.

Ian Robert Miller

43, Windsor Close,
Towcester, NN12 6JB.

Rosemary Edith Margaret Bromwich

"Needles", Northampton Road,
Litchborough,
Towcester. NN12 8JB.

Mary Joan Clarke

12, Station Road,
Blisworth, Northampton, NN7 3DS

Date

Witness to the above signatures : -

Signature

Name in full

Address

Occupation