

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

MEETING OF BOLTON COMMUNITY LEISURE LIMITED

(COMPANY NUMBER 4982682)

("THE TRUST") HELD ON 27TH MAY 2005

AT HORWICH LEISURE CENTRE



Present: Sheldon Phillips (Chair)
Richard Saunders (Vice-Chair)
Bob Atkinson
Cllr. Ian Hamilton (Representing Bolton MBC)
Laura Nuttall
John Waters

In attendance: Keith Davies (Bolton MBC)
Margaret Stoney (Company Secretary)
Martin Connor (Financial Advisor)

Apologies: Jan Hutchinson
Rev. Philip Mason

ALTERATION OF THE ARTICLES OF ASSOCIATION

The meeting considered the alteration by Special Resolution of the Articles of Association of the Trust to provide for the reduction of the quorum at Extraordinary General Meetings and Annual General Meetings to at least three members or half of the total number of members whichever is the greater and ratifying the resolution of 24th January 2005.

RESOLVED BY SPECIAL RESOLUTION

THAT the Articles of the Trust be altered by:

1. Inserting in place of Article 9 the following Article:-

"No business shall be transacted at any meeting unless a quorum is present and such quorum shall consist of at least three members, each being a member or a Representative, or one half of the total number of members for the time being whichever is the greater".

2. Ratifying the resolution of Member at Extraordinary General Meeting on 24th January 2005 that the Articles of the Trust be altered by:
 - (i) Deleting in Article 2(b) the words "the category of membership the person or organisation is to be allocated" and "provided a vacancy exists in the category of membership to which it is proposed the person or organisation be allocated"

- (ii) Deleting in Article 2(c) the words "at category (d)".
- (iii) Deleting in Article 4(2) the words "the trustees may in their absolute discretion permit any member of the Charity to retire by giving at least seven days notice in writing to the Charity, provided that after such retirement the number of members is not less than six".
- (iv) Inserting in place of Article 41 the following Article:-

"The quorum for transaction of the business of the trustees shall be not less than three trustees".

MINUTES OF THE ANNUAL GENERAL MEETING

MEETING OF BOLTON COMMUNITY LEISURE LIMITED (COMPANY NUMBER 4982682) ("THE TRUST") HELD ON 27TH MAY 2005 AT HORWICH LEISURE CENTRE

Present: Sheldon Phillips (Chair)
Richard Saunders (Vice-Chair)
Bob Atkinson
Cllr. Ian Hamilton (Representing Bolton MBC)
Laura Nuttall
John Waters

In attendance: Keith Davies (Bolton MBC)
Margaret Stoney (Company Secretary)
Martin Connor (Financial Advisor)

Apologies: Jan Hutchinson
Rev. Philip Mason

1. ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2004

The report of the Trustees and on the accounts for the period ended 31 December 2004 as approved by the Trustees at their meeting on 11 February 2005 and the audited accounts were laid before the meeting.

RESOLVED

That the report of the Trustees and the audited accounts for the period ended 31 December 2004 be received.

2. APPOINTMENT OF AUDITORS

The meeting was asked to consider the re-appointment by Ordinary Resolution, of Crane and Partners as Auditors.

RESOLVED

That Crane and Partners be re-appointed as Auditors of the Trust to hold office until the conclusion of the next general meeting at which accounts are laid before the Trust.

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3. RENUMERATION OF THE AUDITORS

The meeting was requested to consider the authorisation, by Ordinary Resolution, of the Trustees to determine the remuneration of the Auditors for that office.

RESOLVED

That the Trustees be authorised to determine the remuneration of the Auditors for that office.

4. APPOINTMENT OF CHAIR AND VICE-CHAIR OF THE BOARD

The meeting was asked to approve the appointment of Sheldon Phillips as Chair, and Richard Saunders as Vice-Chair, pursuant to Article 43 of the Articles of Association of the Trust.

RESOLVED

That the appointment of Sheldon Phillips as Chair, and Richard Saunders as Vice-Chair, of the Board pursuant to Article 43 of the Articles of Association of the Trust be approved.

The Companies Act 1985 and 1989

Company Limited by Guarantee and not having

a Share Capital

Articles of Association of

BOLTON COMMUNITY LEISURE LIMITED

INTERPRETATION

1. In these articles:-

"the Charity" means the company intended to be regulated by these articles;

"the Acts" means the Companies Act 1985 and Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity;

"the Board" means the board of trustees for the time being of the Charity;

"clear days" in relation to the period of a notice means the 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;

"the Council" means the Borough Council of Bolton;

"Councillor Trustee" means a currently elected office holder of the Council nominated to the Board

"executed" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of the Charity;

"office" means the registered office of the Charity;

"the seal" means the common seal of the Charity if it has one;

"Representative" means any person or persons duly appointed by a member organisation in accordance with Article 2;

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning) howsoever appointed pursuant to these Articles;

"the United Kingdom" means Great Britain and Northern Ireland;

Words importing the masculine gender only shall include the feminine gender, words importing the singular number only shall include the plural and vice versa and words importing persons shall include corporations.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Acts.

MEMBERS

2. (a) The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with these Articles shall be members of the Charity. No person

shall be admitted a member of the Charity unless his application for membership is approved by the trustees. The trustees may in their absolute discretion permit any member of the Charity to retire by giving at least seven days notice in writing to the Charity provided that after such retirement the number of members is not less than two

- (b) No additional person or organisation shall be admitted as a member of the Charity unless such person or organisation has an interest in the area of benefit and is proposed for election by a trustee and fourteen days' notice is given to the Board of the meeting at which it is intended to propose such person for election as a member, stating the object of the meeting, the name and address of the person or organisation to be proposed, and the name of the trustee proposing such person or organisation. Such person or organisation shall be elected if more than 75% of the Board present at the meeting are in favour of his or its admission to membership (but the Board shall not be under any obligation to give reasons for non-election)
- (c) The Council may at any time and from time to time become a member of the Charity in accordance with Article 2(a) above

- 3. Any person being elected as a member such person must sign and deliver to the Charity a declaration of acceptance of admission to membership framed in such terms as the Board

shall require and he shall be entered as a member of the Charity on the Register of Members.

4. (1) Any member may be removed as a member of the Charity by the Board convening an Extraordinary General Meeting of the Charity for the purpose of a special resolution which shall require 75% of the Representatives (or members present in person) to vote in favour of removal of the said member and upon such special resolution being passed the said member shall cease to be a member of the Charity and his name shall be removed from the Register of Members. Provided that before any decision is made to remove a member:-

- (i) the member who is at risk from being removed ("the Relevant Member") shall have the right to be heard at that meeting before any decision as to removal from office is made; and
- (ii) the Relevant Member (or the representative of the Relevant Member) may if they wish be accompanied by another person of their choice to such meeting and such person may speak on behalf of the Relevant Member.

- (2) Membership shall not be transferable and shall cease on death or, in the case of a company when it is wound up, has a receiver appointed over it or any of its assets or is struck off the register at Companies House or, in the case of a

partnership, the dissolution of that partnership, or, in the case of an unincorporated association, when it is dissolved.

GENERAL MEETINGS

5. The Charity 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 Charity and that of the next; provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Acts, shall forthwith proceed to convene an extraordinary 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 a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

7. (1) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing or removing a person as a trustee 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; and
 - (b) 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 90 percent of the total rights at the meeting of all the members.
- (2) 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.
- (3) The notice shall be given to all the members and to the trustees and auditors and 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. Unless otherwise provided in these Articles all business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the

accounts and balance sheets and the reports of the trustees and auditors the appointment of the auditor and the fixing of the remuneration of the auditors.

9. No business shall be transacted at any meeting unless a quorum is present and such quorum shall consist of at least three members, each being a member or a Representative or one half of the total number of members for the time being whichever is the greater.
10. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 trustees may determine.
11. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
12. If no trustee is willing to act as chairman, 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 chairman.
13. The chairman 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:
 - (1) by the chairman; or
 - (2) by at least four members present in person or by proxy; or
 - (3) by members present in person or by proxy and representing not less than one-tenth of the total rights of all the members having the right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the chairman 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 chairman. 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 chairman 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. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

20. Any organisation which is a member of the Charity may by resolution of its council or other governing body authorise such person as it

thinks fit to act as its Representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

21. Subject to Article 23, every member shall have one vote.
22. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
23. 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 chairman whose decision shall be final and conclusive.
24. A vote given or poll demanded by a Representative shall be valid notwithstanding the previous determination of the authority of the person or demanding a poll unless notice of determination was received by the Charity 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.

APPOINTMENT REMOVAL AND NUMBER OF TRUSTEES

25. The number of trustees shall be not less than six but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26. The first trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Companies Act 1985, who shall be deemed to have been appointed under Article 29. ie deemed to have been nominated. Future trustees shall be appointed as provided in these Articles.
27. The Board shall comprise Nominated Trustees appointed in accordance with Article 28 hereof Co-opted Trustees appointed in accordance with Article 30 hereof and Councillor Trustees appointed in accordance with Article 31 hereof.
28. Each member of the Charity may from time to time (if a member organisation by resolution of its council or other governing body) appoint one person per member to be a Nominated Trustee and each Nominated Trustee shall have one vote. Each member shall send to the Secretary written notification of the person or persons it has so appointed.
29. At the third annual general meeting of the Charity all of the Nominated Trustees shall retire from office and be eligible for reappointment by the members of the Charity. At every subsequent annual general meeting two Nominated Trustees shall retire from office in rotation. The Nominated Trustees to retire at any such subsequent annual general meeting shall be those who have been longest in office since their appointment but as between those becoming Nominated Trustees on the same day those to retire shall be chosen by lot.
30. The Board shall have power at any time and from time to time to

appoint up to three additional trustees to be known as Co-opted Trustees who shall not have any vote and none of whom need have a connection with any member. Any Co-opted Trustee so appointed shall hold office only until the next Annual General Meeting and shall then retire from office and be eligible for re-election by the Board. The Board may at any meeting at which a Co-opted Trustee retires fill the vacancy by electing a person thereto and in default the retiring Co-opted Trustee shall, if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacancy or unless a resolution for the re-election of the said Co-opted Trustee shall have been put to the meeting and lost.

31. The Council may at any time and from time to time (and notwithstanding that it is not a member of the Charity) appoint up to two trustees to be known as Councillor Trustees who shall each have one vote. If at any time the Councillor Trustees form 20% or more of the total number of voting Trustees the voting power exercisable by the Councillor Trustees shall be reduced so as to be less than 20% of the total number of votes exercisable by the full Board of Trustees with voting rights.

- (i) If any Councillor Trustee is a serving member of the Council or is an employee of the Council such Trustee shall withdraw from that part of any meeting at which any matter involving the Charity and the Council is being discussed.
- (ii) If any nominated Trustee is a director, committee member "(or equivalent)" of the member by whom he or she is nominated

or an employee of that member such nominated Trustee shall withdraw from the part of the meeting at which any matter involving the Charity and the member concerned is being discussed.

32. No person may be appointed as a trustee:
- (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 41.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

33. Any trustee may be removed as a trustee by the Charity convening an Extraordinary General Meeting of the Charity for the purpose of considering an ordinary resolution for the expulsion of the said trustee which shall require 50% plus 1 of the Representatives (or members present in person) to vote in favour of such removal and upon such ordinary resolution being passed the said trustee shall be removed from office. Any trustee being so removed shall be ineligible for re-appointment as a trustee and in the case of Nominated Trustees the member which appointed him shall be entitled to nominate a replacement Nominated Trustee and in the case of a Council or Trustee the Council shall be entitled to nominate a replacement Councillor Trustee. Provided that before any decision is made to remove a Trustee:-
- (i) the Trustee who is at risk from being removed ("the Relevant Trustee") shall have the right to be heard at that meeting

before any decision as to removal from office is made; and

- (ii) the Relevant Trustee (or the representative of the Relevant Trustee) may if they wish be accompanied by another person of their choice to such meeting and such person may speak on behalf of the Relevant Trustee".

34. A trustee shall cease to hold office if he

- (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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice of 4 weeks to the Charity (but only if at least six trustees will remain in office when the notice of resignation is to take effect);
- (4) has been nominated as a trustee by a member of the Charity and that member ceases to be a member of the Charity or that member in accordance with its rules revokes the trustees nomination as a trustee and gives written notice of such revocation to the Secretary;
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his office be vacated.
- (6) has been nominated as a trustee by the Council and the Council in accordance with its rules and procedures revokes

the trustee's nomination as a trustee and given written notice of such revocation to the Secretary.

POWERS OF TRUSTEES

35. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the 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 trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
36. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects of the Charity and to invest in the name of the Charity 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 Charity;
 - (2) to enter into contracts on behalf of the Charity in furtherance of the Objects of the Charity.

TRUSTEES' EXPENSES

37. The trustees may be paid all reasonable travelling, hotel 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

38. Subject to the provision of the Act and to Clause 5 of the Memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.
39. To the extent permitted by Clause 5 of the Memorandum no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party unless the Trustee's interest in such contract arises by virtue of his position as an officer or councillor of the other party to the contract in which case he must disclose his interest and withdraw from any meeting when such contract is under discussion.

PROCEEDINGS OF TRUSTEES

40. Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the Secretary

at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom provided notice is given at that persons usual address. Questions arising at a meeting shall be decided by a majority of votes.

41. The quorum for the transaction of the business of the trustees shall be not less than three trustees.
42. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
43. The trustees may at any time and from time to time appoint one of their number to be the chairman 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 until the next Annual General Meeting and shall then retire from office and be eligible for re-election by the Board. But if there is no trustee holding the office of Chairman, 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 chairman of the meeting.
44. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of

the 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 trustees.

45. All acts done by a meeting of trustees, or of 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.
46. A resolution in writing, signed by all the 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 resolution may consist of several documents in the same form, each signed by one or more of the trustees.
47. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.
48. The following shall (notwithstanding that they are not trustees) be entitled to attend and speak at Board meetings but shall not be entitled to vote.
 - (1) the Director of Leisure Services for the time being of the Council or his nominee

(2) the Director of Finance for the time being of the Council or his nominee

(3) the Director of Central Services for the time being of the Council or his nominees

SECRETARY

49. Subject to the provisions of the Act, the Secretary shall be appointed by the 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

50. The trustees shall keep minutes in books kept for the purpose
- (1) of all appointments of officers made by the trustees;
and
- (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THE SEAL

51. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

ACCOUNTS

52. Accounts shall be prepared in accordance with the provisions of Part VII of the Companies Act 1985.

ANNUAL REPORT

53. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

54. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

55. 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 trustees need not be in writing.
56. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid 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 company 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 Charity.
57. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it was called.

58. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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

59. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity 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 Charity.

RULES

60. (1) The 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 Charity 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:
- (i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the

terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members:

- (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

AMENDMENT TO ARTICLES

61. Any resolution to amend these Articles shall be by special resolution requiring 90% of the Representatives (or members present in person) at the meeting in favour.

NAME AND ADDRESS OF SUBSCRIBERS

Name:

Occupation:

Address:

.....

.....

Name:

Occupation:

Address:

.....

.....

Date:

Witness to the above signatures:

THE COMPANIES ACT 1985 AND 1989

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

**MEMORANDUM and
ARTICLES OF ASSOCIATION**

BOLTON COMMUNITY LEISURE LIMITED

Incorporated on

Company Number