

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5290088

The Registrar of Companies for England and Wales hereby certifies that  
BERWICK-UPON-TWEED COMMUNITY DEVELOPMENT TRUST  
LIMITED

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 18th November 2004



\*N05290088J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

for the record

12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

Company Name in full

BERWICK UPON TWEED COMMUNITI  
DEVELOPMENT TRUST LIMITED

I, ROSS EDGAR WEDDLE

of COUNCIL OFFICES, WALLACE GREEN  
BERWICK UPON TWEED

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*[Handwritten signature]*

Declared at

BERWICK UPON TWEED

Day Month Year

On

1 1 1 1 2 0 0 4

① Please print name.

before me ①

*Hilary Almond* HILARY ALMOND

Signed

*Hilary Almond*

Date

11/11/04

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

ADAM DOUGLAS OSON

49-51 BRIDGE STREET : BERWICK UPON  
TWEED Tel 01289 306479

DX number 67792 DX exchange BERWICK UPON TWEED

T.



A20  
COMPANIES HOUSE

0204  
12/11/04

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



Companies House  
for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

M

ent

10

RSU

First directors and secretary and intended situation of  
registered office

S290088

Company Name in full

Berwick-upon-Tweed Community Development Trust Limited

Proposed Registered Office

Council Offices

(PO Box numbers only, are not acceptable)

Wallace Green

Post town

Berwick-upon-Tweed

County / Region

Northumberland

Postcode

TD15 1ED

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

Mr Ross Weddle

Council Offices, Wallace Green, Berwick-upon-Tweed

Tel 01289 301864

DX number

DX exchange



A20  
COMPANIES HOUSE

0205  
12/11/04

ye

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

## Company Secretary (see notes 1-5)

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name Berwick-upon-Tweed Community Development Trust Limited

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Ross Edgar

Surname

Weddle

Previous forename(s)

Previous surname(s)

Address ††

31 North Road

Post town

Berwick-upon-Tweed

County / Region

Northumberland

Postcode

TD15 1PW

Country

England

I consent to act as secretary of the company named on page 1

Consent signature

Date

8<sup>th</sup> Sept '04

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Christopher

Surname

Hardie

Previous forename(s)

Previous surname(s)

Address ††

18 Castle Terrace

Post town

Berwick-upon-Tweed

County / Region

Northumberland

Postcode

TD15 1NP

Country

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

1 5

1 0

1 9 5 5

Nationality

British

Date of birth

Business occupation

Managing Director

Other directorships

Martins the Printers Limited

I consent to act as director of the company named on page 1

Consent signature

Date

8/9/04

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	Ross Edgar		
	<b>Surname</b>	Weddle		
	<b>Previous forename(s)</b>			
	<b>Previous surname(s)</b>			
<b>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</b>	<b>Address ††</b>	31 North Road		
	<b>Post town</b>	Berwick-upon-Tweed		
	<b>County / Region</b>	Northumberland	<b>Postcode</b>	TD15 1PW
	<b>Country</b>	England		
	<b>Date of birth</b>	Day Month Year 13 04 1952	<b>Nationality</b>	British UK
	<b>Business occupation</b>	Local Government Officer		
	<b>Other directorships</b>	East Lothian Community Woodlands Trust		
	I consent to act as director of the company named on page 1			
	<b>Consent signature</b>	R Weddle		<b>Date</b> 8th Sept. '04

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

R Weddle

Date

8th Sept. '04

Signed

W Weddle

Date

8/9/04

Signed

Date

Signed

Date

Signed

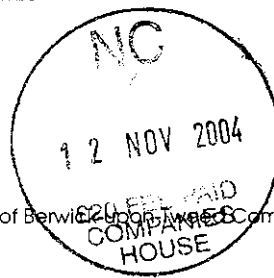
Date

Signed

Date

Signed

Date



032966 / 20  
016786

Memorandum and Articles of Association of Berwick-upon-Tweed Community Development Trust Limited

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL



## MEMORANDUM OF ASSOCIATION OF BERWICK-UPON-TWEED COMMUNITY DEVELOPMENT TRUST LIMITED

1. The name of the Company (hereinafter called 'the Company') is **Berwick-upon-Tweed Community Development Trust Limited**.
2. The registered office of the Company will be situated in England.
3. The Company is established for the public benefit within the area of Berwick-upon-Tweed, Spittal, Tweedmouth, Ord, Scremerston, and surrounding communities with the following objects:
  - a. To relieve persons who are in conditions of need, hardship or distress by reason of their social and economic circumstances.
  - b. To provide or assist in the provision of housing accommodation for persons in conditions of need, poverty, or distress, including those suffering from physical or mental disabilities, on terms appropriate to their means.
  - c. To relieve sickness and poverty.
  - d. To promote the advancement of education and learning, including training in skills relevant to securing employment.
  - e. To advance public education in the arts.
  - f. To provide facilities for public recreation or other leisure time occupation in the interests of social welfare with the object of improving their conditions of life.
  - g. To preserve, repair and maintain for the benefit of the general public buildings of historical, architectural or constructional interest.
  - h. To protect or conserve the environment and to advance the education of the public with particular reference to the protection of the environment.
  - i. To promote such other charitable purposes for the general benefit of the public or sections of the public (including individual communities defined by the geographical areas in which they live or work or their ethnic origins) as the Company shall think fit.

PROVIDED THAT in furtherance of all or any of the above objects the Company shall have the power to promote provide or assist activities outside the area referred to above where it is of the opinion that to do so will benefit the inhabitants of the said area.

4. In furtherance of the above but not otherwise, the Company shall have the following powers:
  - a. To promote community businesses which are non-profit-making or which employ the whole of their profits for the public benefit and whose objectives and activities are directed towards the provision of paid employment to poor residents of the area of benefit or towards relief for poor residents of the area of benefit or towards other purposes of general public utility and the acquisition and holding of the shares, stocks, debentures, and other interests in companies whose objectives and activities are so directed and the provision of managerial, supervisory and consultancy services to or in respect of such companies.
  - b. To supplement and complement (but not replace) existing statutory services and to co-operate with statutory authorities and voluntary organisations having similar aims.
  - c. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any objects of the Company.
  - d. To construct, maintain, improve, rebuild and alter any houses, buildings or works necessary for the objects of the Company.
  - e. To accept gifts of any property or money including any interest therein, whether subject to any special trust or not, for any one or more of the objects of the Company.
  - f. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring subscriptions, or otherwise provided that the trustees shall not undertake any permanent trading activities in raising funds for its charitable objects.
  - g. To cause to be written, printed, published and circulated (gratuitously or otherwise) any newspapers, periodicals, pamphlets, reports, journals, films, instructional matter, books, recorded tapes, documents or leaflets and to organise lectures, classes, exhibitions, meetings, seminars, broadcasts and courses of instruction necessary for the promotion of its objects, either alone or with others.
  - h. To purchase or otherwise acquire or found and to carry on training centres.
  - i. To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research.
  - j. Subject to such consents as may be required by law to sell, manage, lease, mortgage, charge, insure, dispose of, or otherwise deal with or turn to account all or any part of the property of the Company.

- k. Subject to such consents as may be required by law to borrow and raise money for the purposes of the Company in such manner as the Company may think fit.
- l. (a) To invest income received by the Company not immediately required for its purposes in or upon such investments, securities or property of whatever nature and wherever situated or place the same on deposit at interest with any bank insurance company or local authority as may be thought fit.

(b) To invest the capital of the Company not immediately required for its purposes in or upon such investments, securities, land (including any estate or interest in the same) and property of whatever nature and wherever situated and whether income producing or not including such personal credit with or without security as may be thought fit.

PROVIDED always that the powers in sub-clauses l(a) and l(b) shall be exercised subject to such conditions and consents as may from time to time be imposed or required by law and subject also to the provisions hereinafter contained.

- m. To undertake any charitable trusts which will further any of the objects of the Company.
- n. To employ and/or engage persons for each and any objects and/or purposes of the Company and make all reasonable and necessary provisions for the payment of pensions and superannuation benefits to or in respect of employees and their other dependants.
- o. To establish and support, and to aid in the establishment and support of, any other trusts, associations, bodies or corporations wheresoever constituted or operating formed exclusively for all or any of the objects of the Company the establishment or support in aid in the establishment or support of which shall be legally charitable.
- p. To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.
- q. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- r. To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies institutions, societies or associations with which the Company is authorised to amalgamate.
- s. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.
- t. To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit.



- u. To pay out of the funds of the Company the cost, charges and expenses of and incidental to the formation of the Company and its registration under the Companies Acts and the Charities Act 1994.
- v. To do all such other lawful things in order to further the attainment of the above objects or any of them.

PROVIDED THAT:

(i) in case the Company shall take or hold any property which may be subject to such trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(ii) the objects of the Company shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers;

(iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the members shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Board of Directors but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

- 5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company; PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
  - a. of reasonable and proper remuneration to any officer or servant of the Company not being a Director for any services rendered to the Company;
  - b. of interest on money lent by any member of the Company or its Board of Directors at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a clearing Bank selected by the Board of Directors or 3% whichever is the greater;
  - c. of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;

- d. of fees, remuneration or other benefits in money or money's worth to a company of which a Director may be a member holding not more than 1/100 part of the capital of that company;
  - e. to any Director of reasonable out-of-pocket expenses;
  - f. of the usual professional charges for business done by any Director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf; PROVIDED THAT at no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment, or that of his or her partner, is under discussion.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while s/he or it is a member or within one year after s/he or it ceases to be a member for payment of the debts and liabilities of the Company contracted before s/he or it ceased to be a member, and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributors amongst themselves, such amount as may be required not exceeding one pound.
8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.

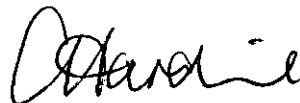
*We wish to be formed into a company under this Memorandum of Association.*

NAMES, SIGNATURES & ADDRESSES OF SUBSCRIBERS:

Name:

C. HARDIE

Signature:



Address

18 CASTLE TCE

BERWICK UPON TWEEED

Name:

ROSSE WEDDLE

Address

31 NORTH ROAD

Signature:



BERWICK-UPON-TWEED

TD15 1PW

Dated this 8<sup>th</sup> day of September 2004

WITNESS TO THE ABOVE SIGNATURES:

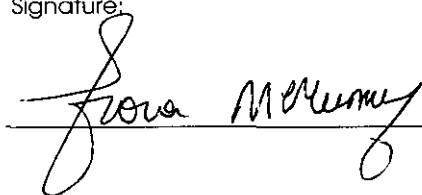
Name:

FIONA MCMURRAY

Address

16 NORTH STREET

Signature:



OWNS

Bearside Shire

TD11 3AP



The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
BERWICK-UPON-TWEED COMMUNITY DEVELOPMENT TRUST LIMITED

General

1. In these Articles:

'the Act' means the Companies Act 1985 and any amendments from time to time in force;

'the Company' means Berwick-upon-Tweed Community Development Trust Limited;

'the Memorandum of Association' means the Memorandum of Association of the Company;

'the Seal' means the Common Seal of the Company;

'the Secretary' means any person appointed to perform the duties of the secretary of the Company;

'clear day' in relation to a period of 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;

'in writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

'electronic communication' shall have the same meaning as is assigned to that expression in the Electronic Communications Act 2000;

words importing the singular number shall include the plural and vice versa unless a contrary intention appears;

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

2. The Company is established for the purposes expressed in the Memorandum of Association of the Company PROVIDED THAT no amendment shall be made either to the Memorandum of Association of the Company or to these Articles which shall cause the Company to lose the status of a charity at law.
3. The Company is incorporated under the Companies Act 1985 as a company limited by guarantee and not having a share capital.

## Members

4. For the purposes of registration the number of members of the Company is declared not to exceed 100, but the Directors may from time to time register an increase in members.
5. The first members of the Company shall be the Subscribers to the Memorandum of Association.
6. Subject to Article 78 below the Directors may admit to membership:
  - a. any person who has attained the age of eighteen years and who is in agreement with the objects of the Company; and
  - b. any society, company, local authority or unincorporated association which is in agreement with the objects of the Company;

PROVIDED THAT only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 11.

7. A member which is a corporate body or association shall by resolution of its governing body appoint a deputy, 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 corporate body or association would exercise if it were an individual person. A copy of such resolution, signed by the governing body or, in the case of a local authority, by the Clerk of the Council, shall be sent to the Secretary.
8. Individuals incapacitated and who require the services of an advocate may be admitted to membership, at the discretion of the Board of Directors. In such circumstances, the advocate shall be deemed responsible for exercising any rights and powers required by the individual, as agreed with the Board of Directors. Those acts of the advocate, on behalf of the individual, shall be deemed the same as that of the individual.
9. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon thereafter as is practicable. Any applicant who is refused admission to membership by the Directors may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Directors shall ensure that the applicant is aware of her/his right of appeal under the provisions of this Article.
10. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of any annual membership subscription. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Company, unless the Directors decide to waive the subscription in any particular case.

## Categories of Membership

11. Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Directors:
  - a. **'Community and voluntary sector members'** shall be organisations which support the aims of the Company and are actively engaged in the economic, environmental and social regeneration of Berwick-upon-Tweed, Spittal, Tweedmouth, Ord, Scremerston, and surrounding communities.

- b. **'Statutory sector members'** shall be statutory organisations which support the aims of the Company and which have an interest in the company primarily by virtue of providing funds, facilities or other practical aid directly to the Company.
  - c. **'Business and social enterprise members'** shall be businesses based in Berwick-upon-Tweed, Spittal, Tweedmouth, Ord, Scremerston, or surrounding communities which support the aims of the Company.
  - d. **'Associate members'** shall be individuals who support the aims of the Company and who live or work in Berwick-upon-Tweed, Spittal, Tweedmouth, Ord, Scremerston, or surrounding communities.
12. The Directors may at any time amend a member's category of membership in the event of a change in circumstances, and shall notify the member in question of their decision within fourteen days of so doing.

#### Register of Members

13. The company shall keep a Register of Members containing the name and address of every member, the date on which s/he or it became a member and the date on which s/he or it ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register on becoming a member.
14. The entry for every member shall include a note of the category of membership of that member.
15. A member shall notify the Secretary in writing within seven days of a change to their name or address.

#### Cessation of Membership

16. The rights and privileges of a member shall not be transferable not transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
17. A member shall cease to be a member immediately that s/he or it:
- a. in the opinion of the Directors ceases to fulfill any of the qualifications for membership specified in Article 6, or ceases to qualify for any of the categories of membership specified in Article 11; or
  - b. fails in the opinion of the Directors to pay the annual subscription or any other monies due to the Company and the Board of Directors resolves to terminate membership; or
  - c. if guilty of such conduct as in the opinion of the Board of Directors shall be at variance with the objects and principles of the Company or be prejudicial to its interests; or
  - d. resigns in writing to the Secretary; or
  - e. dies, if an individual person; or is wound up or goes into liquidation, if a corporate body or association.

## General Meetings

18. 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, provided that 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 need not be held in the year of incorporation nor the following year provided that it shall be held within eighteen months of incorporation.
19. The business of an Annual General Meeting shall include;
  - a. the receipt of the reports of Chairperson and Board of Directors of the Company;
  - b. the consideration of the audited accounts presented by the Directors;
  - c. the consideration of the social audit presented by the Directors, if such an audit has been carried out pursuant to Article 77;
  - d. the election of Directors;
  - e. a decision on the application of any surplus;
  - f. the appointment and the fixing of the remuneration of the Auditor or Auditors.All other business transacted at an Annual General Meeting shall be deemed Special.
20. The Directors may, whenever they think fit, convene an Extraordinary General Meeting of the Company, or any two members or ten percent of the membership, whichever is greater, may convene an Extraordinary General Meeting as provided by Section 368 of the Act.
21. Decisions at General Meetings shall be made by passing resolutions:
  - a. Decisions involving an alteration to clauses of the Memorandum or Articles of Association and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Company present and voting at an Annual General Meeting or Extraordinary General Meeting.
  - b. All other decisions shall be made by ordinary resolution requiring a simple majority.

## Notices

22. An Annual General Meeting and an Extraordinary General Meeting called to consider the making of the decisions described in Article 21(a) above shall be called by at least twenty-one clear days notice. Any other General Meeting shall be called by at least fourteen clear days notice.
23. Notice of every General Meeting shall be given in writing to every member of the Company and to the Auditors and to any patron or patrons of the Company appointed pursuant to Article 80 hereof, 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; or, where the party to whom the notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication.

24. Notice of all meetings shall be given exclusive of the day on which it is effected and shall specify the exact time and place of the meeting. In the case of an Extraordinary General Meeting the exact nature of the business to be raised thereat shall be specified.
25. Where notice is sent by post, the notice shall be deemed to have been served forty-eight hours after the notice has been posted, provided that it was properly addressed and pre-paid; and where a notice is contained in electronic communication the notice shall be deemed to have been served the day after the time when it was sent.
26. 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

27. Votes may only be given personally and no member shall have more than one vote. A member which is a corporate body or association may vote only by means of its nominated deputy, duly appointed in accordance with Article 7.
28. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
29. No business shall be transacted at a General Meeting unless a quorum of members is present. Ten percent of the membership or three members, whichever is the greater, shall be a quorum.
30. If within half an hour from the time appointed for the meeting a quorum is not present, it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Company may decide in General Meeting, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the members present shall be a quorum.
31. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
32. The Chairperson may with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two persons present in person.
34. Unless a secret ballot be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions. The demand for a secret ballot may be withdrawn.



35. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
36. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
37. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall not have a second or casting vote, and the resolution shall be deemed to be lost.
38. A resolution in writing signed by all the current members 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 identical documents each signed by one or more members.
39. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.
40. (a) In order that the Company shall not become subject to local authority influence for the purposes of Section 69 of the Local Government and Housing Act 1989 (or any statutory modification or re-enactment thereof) no local authority shall at any time be admitted to membership of the Company or the Board of Directors (as the case may be) if:
  - (i) more than 19% (or such other percentage as may from time to time apply for the like purpose) of the total voting rights of all the members of the Company having the right to vote at a general meeting of the Company would be held by persons who are associated with the authority as mentioned in sub-section (5) of the said Section 69; or
  - (ii) more than 19% (or such other percentage as may from time to time apply for the like purpose) of the Board of Directors would be persons so associated with it; or
  - (iii) more than 19% (or such other percentage as may from time to time apply for the like purpose) of the total voting rights at a meeting of the Board of Directors would be held by persons who are so associated.
- (b) In the event that a change in membership of the Company or in the composition of the Board of Directors occurs such as to cause, in respect of a local authority already in membership of the Company or in respect of which there are already persons associated with it serving on the Board of Directors, the percentages referred to in (a) above to be exceeded, all voting rights of such local authority and of any persons associated with it shall forthwith be suspended until such time as the circumstances which resulted in such suspension cease when the suspended voting rights will automatically revive PROVIDED THAT the foregoing shall not deny the local authority concerned or the persons associated with it the right to attend and speak at meetings of the Company or the Board of Directors (as the case may be) or to receive all agenda papers and minutes for any such meetings.
- (c) It shall be the duty of the Board of Directors to meet as soon as practicable if any of the circumstances referred to in (a) or (b) arise and to take such action as, in their absolute discretion, they deem appropriate with regard to the membership of and/or voting rights at meetings of the Company and/or of the Board of Directors to ameliorate any adverse effect upon the Company.

### The Board of Directors

41. The qualification of a Director shall be that s/he is a member of the Company or is the nominated deputy of a corporate body or association which is a member of the Company and there shall be no further qualification required.
42. No paid worker of the Company shall be eligible to serve as a Director.
43. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than five and not more than sixteen.
44. The first Directors of the Company shall be the subscribers to the Memorandum of Association, and those appointed in writing by the subscribers to the Memorandum of Association.
45. At the first annual general meeting and at every subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, s/he shall retire. Subject to the provisions of the Act, and Article 47 below, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. On expiration of the period of office for which s/he was appointed, a Director shall be eligible for re-appointment.
46. No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any General Meeting unless:
  - a. s/he is recommended by the Board of Directors; or
  - b. not less than seven clear days before the date appointed for the General Meeting, notice executed by a member qualified to vote at the Meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if s/he were so appointed or re-appointed, be required to be included in the Company's register of Directors together with a notice executed by that person of his or her willingness to be appointed or re-appointed; and
  - c. the proposing member and the person proposed belong to the same category of membership, provided that if the proposing member is a corporate body or association it may propose its own deputy duly appointed in accordance with Article 7 to be appointed or re-appointed as a Director.
47. The composition of the Board of Directors shall be as follows:
  - a. not less than three persons nor more than six persons from the category of **community and voluntary sector members**; and
  - b. not less than one person nor more than four persons from the category of **statutory sector members**; and
  - c. not less than one person nor more than four persons from the category of **business and social enterprise members**; and
  - d. up to two persons from the category of **associate members**.

48. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
49. The Directors may appoint a person who is willing to be a Director to fill a vacancy. A Director so appointed shall hold office only until the next following Annual General Meeting, and shall not be taken into account in determining the Directors who are to retire by rotation at the Meeting. If not reappointed at such Annual General Meeting, s/he shall vacate office at the conclusion thereof.
50. A Director shall not vote in respect of any contract in which s/he is directly or indirectly interested or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted.
51. Directors may be paid all reasonable expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Company or in connection with the business of the Company.
52. Any Director may act in a professional capacity for the Company, and s/he or her/his firm shall be entitled to remuneration for professional services as if s/he were not a Director; provided that nothing contained herein shall authorise a Director or her/his firm to act as Auditor to the Company.
53. The office of Director shall be immediately vacated if s/he:
  - a. fails without good reason to attend three consecutive meetings of the Board of Directors unless the Board of Directors has previously (in its absolute discretion) decided otherwise; or
  - b. resigns her/his office in writing to the Company; or
  - c. ceases to be a member of the Company in accordance with Article 17 or is the deputy of a corporate body or association which ceases to be a member; or
  - d. fails to declare her/his interest in any contract as referred to in Article 50; or
  - e. becomes bankrupt or incapable by reason of illness or injury of managing and administering her/his own affairs; or
  - f. is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
  - g. ceases to hold office by reason of any order made under Sections 295 to 300 of the Act.

#### Powers and Duties of the Board of Directors

54. The business of the Company shall be managed by the Directors 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.
55. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made.

56. 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, as the case may be, in such manner as the Directors shall from time to time decide PROVIDED THAT all cheques shall be signed by not less than two Directors.
57. Without prior prejudice to its general powers, the Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### Proceeding of the Board of Directors

58. Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall not have a second or casting vote, but shall refer the matter to a General Meeting of the Company.
59. A Director may and the Secretary on the requisition of a Director shall summon a meeting of the Board of Directors. It shall not be necessary to give notice of a meeting of the Board of Directors to any Directors for the time being absent from the United Kingdom.
60. The quorum necessary for the transaction of the business of the Board of Directors shall be one third of the Directors or three Directors, whichever is the greater.
61. The Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Directors may act for the purpose of summoning a General Meeting of the Company, but for no other purpose.
62. The Directors shall cause accurate records to be made, in books provided for that purpose, of:
  - a. the names and addresses of all members;
  - b. the amount of loan stock and other property held in the Company by members;
  - c. the name and date of appointment of all persons appointed to office;
  - d. the names of the Directors, officers, members and other persons present at all General, Directors and Sub-Committee meetings of the Company;
  - e. minutes of all proceedings and resolutions at all General, Directors and Sub-Committee meetings of the Company;
  - f. all applications of the Seal to any document.

All such records and minutes shall be open to inspection during normal working hours by any member of the Company and by any person authorised by the Company in General Meeting.

63. (a) The Directors may delegate any of their powers, other than the power to borrow, to sub-committees consisting of such members of their body (being not less than two) and other members of the Company, as they think fit, and any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors and shall not expend funds of the Company otherwise than in accordance with a budget agreed by the Board of Directors. All acts and proceedings of any such sub-committee shall be reported back to the Board of Directors as soon as possible.
- (b) A sub-committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
- (c) A sub-committee may meet and adjourn as it thinks proper subject to the quorum being a minimum of two. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairperson shall not have a second or casting vote, but shall refer the matter to a meeting of the Board of Directors.
64. All acts done by any meeting of the Board of Directors or of a sub-committee of the Board of Directors or by any person acting as a Director shall, even if it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, 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 Director.
65. A resolution in writing, signed by all the Directors 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 Directors, and may consist of several identical documents signed by one or more Directors.
66. The Board of Directors may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

#### Officers to be Appointed by the Board of Directors

67. The Board of Directors at its first meeting after each Annual General Meeting of the Company shall elect honorary officers being a Chairperson, who shall preside at General Meetings and meetings of the Board of Directors; a Vice-Chair, an Honorary Secretary (notwithstanding Article 68 hereof) and an Honorary Treasurer. In the absence of the Chairperson, one of the other honorary officers shall preside at any meeting of the Board in the order set out above and if no such officer is present the Board shall elect one other of their number to preside at the meeting in question.
68. Subject to the provisions of the Act the Company Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by them, PROVIDED THAT no Director shall be appointed to the paid position of Company Secretary.
69. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Company Secretary, shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the Company Secretary.

### The Seal

70. If the Company has a Seal, it shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. Every such application of the Seal shall be minute.

### Accounts

71. The Directors shall cause proper books of account 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 liabilities of the Company.

Proper books 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.

72. The books of account shall be kept at the Registered Office of the Company or, subject to Section 222 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
73. The Directors 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 profit and loss accounts, balance sheets, group accounts (if any) and any reports referred to in those sections.
74. In addition, the Directors shall prepare and present to the Company in General Meeting such regular financial reports, results and cashflow predictions showing insofar as is possible the current financial position of the Company as the Company in General Meeting shall require to be laid before them.
75. 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 Director'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 all persons entitled to receive notice of General Meetings. The Auditor's report shall be open to inspection and shall be read before the meeting.

### Audit & Social Audit

76. 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. Auditors shall be appointed and their duties regulated in accordance with Sections 237 and 384 of the Act.
77. A social audit of the Company's activities may, by resolution of the Directors, be undertaken annually in addition to the financial audit required by law.

- a. The role of the social audit shall be to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone.
- b. Such a social audit may be drawn up by an independent assessor appointed by the Directors, or by the Directors, who may submit their report for verification or comments to any independent assessor.
- c. A social audit may include an assessment of the internal democracy and decision making of the Company; the wages, health and safety, skill sharing and education opportunities of its employees and the employees of companies of which the Company is a member, or other matters concerning the overall personal or job satisfaction of such employees; and an assessment of the Company's activities externally, including its effects on the natural and built environment, on users and suppliers, on people in the same or similar field of activity, and on persons residing in the area of Berwick-upon-Tweed, Spittal, Tweedmouth, Ord, Scremerston, and surrounding communities.

### Equal Opportunities

78. (a) Applications for membership of the Company shall be welcome from any individuals, corporate bodies or organisations which meet the membership qualifications regardless of any issues concerned with race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness, age and class, and the Company shall not be entitled to withhold or reject membership on the grounds of any such issue.
- (b) The Board of Directors, in managing the business of the Company, shall have regard to the equal opportunities implications of the issues under their deliberation and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the overriding consideration.

### Not for Profit Status

79. Clause 8 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.

### Patron

80. The Board of Directors may appoint and remove any person as a patron of the Company and on such terms as the Directors shall think fit; any patron so appointed shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a Member and shall also have the right to receive the accounts of the Company when available to Members.

### Wages and Welfare

81. The terms and conditions of the contracts of employment of employees shall be determined by the Directors. The Directors on behalf of the Company may make all reasonable and necessary provision for the payment of pensions and superannuation benefits to or in respect of employees and their dependants.

82. The Company shall respect the rights of employees to be members of a trade union, and shall offer employees all facilities for trade union work as may be determined by statute, and as the Directors may from time to time agree.

### Indemnity

83. In the execution of her/his duties and the exercise of her/his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which s/he may otherwise be entitled) every Director shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by her/him and arising by reason of any improper investment made by or for the Company in good faith (so long as s/he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by her/him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by her/him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the Director who is sought to be made liable. This clause shall only have effect insofar as it is not avoided by any provision of the Act.

### Dissolution

84. Clause 8 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.

### Rules or Bye Laws

85. (a) The Board of Directors may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (i) The admission and classification of members of the Company, 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 Company in relation to one another, and to the Company's employees.
  - (iii) The setting aside of the whole or any part or parts of the Company'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 Directors and sub-committees in so far as such procedure is not regulated by these Articles.
  - (v) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions to them and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company PROVIDED NEVERTHELESS THAT no Rule or Bye Law shall be



inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

### Amendments to Articles

86. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 21. No amendment of Articles is valid until registered with the Registrar of Companies.

### NAMES, SIGNATURES & ADDRESSES OF SUBSCRIBERS:

Name:

C. HARDIE

Address

18 CASTLE TCE  
BERWICK UPON TWEED

Signature:

*C. Hardie*

Name:

ROSS E WEDDLE

Address

31 NORTH ROAD  
BERWICK-UPON-TWEED  
TD15 1PW

Signature:

*R. E. Weddle*

Dated this 8<sup>th</sup> day of September 2004

### WITNESS TO THE ABOVE SIGNATURES:

Name:

KONA MURRAY

Address

16 North Street

Signature:

*Kona Murray*

DUNS

Bedfordshire

TD11 3AP

*CS*