

Companies Act 2006

Private Company Limited by Guarantee

Articles of Good Food Oxfordshire Ltd

Company number: 11001098

Interpretations

1. In these Articles:

“Address” means a postal address of, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

“Articles” means the company’s articles of association;

“The Board of Directors” or “Board” means all those persons appointed to perform the duties of Directors of the company;

“Companies Act” or “The Act” means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company;

“The Company” means the above-named company;

“Director” means a director of the company and includes any person occupying the position of Director, by whatever name called;

“Document” includes, unless otherwise stated, any document sent or supplied in electronic form;

“Electronic means” has the meaning given in section 1168 of the Companies Act 2006;

“Employee” means anyone holding a contract of employment with the company to perform at least eight hours of work per week for the company;

“Entrenched” has the meaning given by section 22 of the Companies Act 2006 and as detailed under the heading ‘resolutions’ in these Articles;

“Member” has the meaning given in section 112 of the Companies Act 2006 and as detailed under ‘Membership’ in these Articles;

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

“Secretary” means any person appointed to perform the duties of the Secretary of the company.

2. Unless the context requires otherwise, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Purpose

3. The purpose of the company is to:
 - a. Advance the health of people in Oxford and the surrounding area by improving access to healthy food and working towards a vibrant food culture
 - b. Support people in Oxford and the surrounding area to gain employment in the food sector, creating a sustainable local economy that provides opportunities for all
 - c. Provide access to skills, learning and research about healthy, fair, ethical and environmentally sustainable food
 - d. Facilitate a network of aligned food organisations

This article is entrenched in accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.

Members

4. The first Members of the company will be the subscribers to the Memorandum of Association of the company.

Applications for Membership

5. No person shall be admitted into Membership of the company unless that person has attained the age of 16, supports the aims of the company, has completed an application for Membership in a form approved by the Directors and the Directors have approved the application.

Termination of Membership

6. A member shall cease to be a Member of the company immediately that s/he:
 - a. Resigns in writing to the Secretary; or
 - b. Is expelled from Membership in accordance with these Articles; or
 - c. Dies.

Removal of a Member

7. A Member may be expelled from Membership by resolution of the company stating that it is the best interests of the company that her/his membership is terminated. A resolution to remove a Member from Membership may only be passed if:

- a. The Member has been given at least 21 days notice in writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and
- b. The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the company) has been allowed to make representations to the general meeting.

Liability of Members

8. The liability of each Member is limited to £1 which they undertake to contribute to the assets of the company in the event of its being wound up while s/he is a Member or within one year of their ceasing to be a Member in respect of:
 - a. Payment of the company's debts and liabilities contracted before they ceased to be a Member; and
 - b. Payment of the costs, charges and expenses of the winding up.

General Meetings

9. The company shall in each calendar year hold a general meeting of the Members as its Annual General Meeting and shall specify the meeting as such in the notices calling it. The first Annual General Meeting shall be held within 18 months of incorporation. Every Annual General Meeting except the first shall be held not more than 15 months after the previous Annual General Meeting.
10. The business of an Annual General Meeting shall comprise, where appropriate:
 - a. Consideration of accounts and balance sheets;
 - b. Consideration of Directors' and Auditors' reports;
 - c. Elections to replace retiring Director;
 - d. Appointment and remuneration of the Auditor (or their equivalent).

Calling a General Meeting

11. The Board of Directors may convene a general meeting or, in accordance with the Companies Acts, 10% of the Membership may, in Writing, require the Directors to call a general meeting.

Notices

12. The Directors shall call the Annual General Meeting giving 14 clear days notice to all Members. All other general meeting shall be convened with at least 14 days clear notice but may be held at shorter notice if so agreed in

Writing by a majority of Members together holding not less than 90% of the total voting rights of the company.

13. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy.
14. 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 proceeding at that meeting.

Proxies

15. A Member who is absent from a general meeting may appoint any person to act as their proxy, provided that no person shall hold a proxy for more than five Members at any one time in general meeting.
16. Proxies may only validly be appointed by a notice in Writing which:
 - a. States the name and address of the Member appointing the proxy;
 - b. Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - c. Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - d. Is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
17. The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
18. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one of more of the resolutions, otherwise the proxy notice shall be treated as allowing the person appointed the discretion as how to vote on any matter.
19. A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the general meeting to which it relates.
20. An appointment using a proxy notice may be revoked by delivering to the company a notice in Writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates.

21. If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence that the person signing it has the authority to execute it on the appointer's behalf.

Quorum

22. No business shall be transacted at a general meeting unless a quorum of Members is present, either in person or represented by proxy. Unless amended by special or written resolution of the company, a quorum shall be 3 members or 33% of the Membership, whichever is the greater and must include the founding Directors if they are still in office.

Chairing General Meetings

23. Members shall appoint one of their number as the chairperson to facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Members present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the general meeting.

Attendance and Speaking at General Meetings

24. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may take whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.
25. The chairperson of the meeting may permit other persons who are not Members of the company to attend and speak at general meetings, without granting any voting rights.

Adjournment

26. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
27. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:

- a. The meeting consents to that adjournment; or
 - b. It appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 28. The chairperson must adjourn the meeting if directed to do so by the meeting.
- 29. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meetings is to continue at a date, time and place to be fixed by the Directors.
- 30. If a meeting is adjourned for 14 days or more, at least 7 clear days notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
- 31. No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting

- 32. Each Member shall have one vote on any question to be decided in general meeting. This Article is entrenched in accordance with section 22 of the Act; any alteration to this Article requires the approval of 100% of the Members.
- 33. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is demanded in accordance with these Articles.
- 34. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Poll Votes

- 35. A poll on a resolution may be demanded:
 - a. In advance of the general meeting where the matter is to be put to the vote; or
 - b. At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 36. A poll may be demanded by:
 - a. The chairperson of the meeting;
 - b. The Directors;
 - c. Two or more persons having the right to vote on a resolution.
- 37. A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.

38. Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each member shall have only one vote.

Resolutions

39. Decisions at general meetings shall be made by passing resolution:
- a. Decisions involving an alteration to Articles that have been entrenched in accordance with section 22 of the Act require the approval of 100% of the Members
 - b. The following decisions must be made by special resolution:
 - i. Decisions involving an alteration to the Articles of the company, except where an Article is entrenched as detailed above;
 - ii. Decisions to expel Members
 - iii. Decisions to dispose assets of the company equivalent in value to one-third of the company's last published balance sheet, as detailed in these Articles;
 - iv. The decision to wind up the company;
 - v. Other decisions so required by statute.
 - b. All other decisions shall be made by ordinary resolution.
40. A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
41. Resolutions may be passed at general meetings or by written resolution.
42. A written resolution agreed by Members shall be effective provided that a copy of the proposed resolution has been sent to every Member. Written resolutions may comprise several copies to which one or more Members have signified their agreement.
43. A written resolution shall be deemed to have been passed if, within 28 days of the written resolution's circulation date:
- b. Written approval has been received from at least 75% of the Members where the business of the resolution is deemed special;
 - c. Written approval has been received from at least 51% of the Members where the business of the resolution is deemed ordinary.
44. In accordance with the Companies Acts, resolutions to remove a Director or Auditor (or their equivalent) of the company before the end of his/her period of office shall not be passed by written resolution.

Directors

45. The company shall have a Board of Directors comprising no fewer than three and no more than nine.
46. The initial Board members of the company from incorporation until the first Annual General Meeting shall be the Subscribers to the Memorandum of Association and such others as they may determine in writing.
47. Only Members of the company who are aged 16 years or more may serve on the Board of Directors.
48. At the first Annual General Meeting all Directors shall stand down. At every subsequent Annual General Meeting one-third of the Board of Directors, or of their number is not a multiple of three then the number nearest to one third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Director to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

Co-option of Directors

49. The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals need not be Members of the company.

Powers and Duties of the Board of Directors

50. The Directors are responsible for the management of the company's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a company for this purpose. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.
51. All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.
52. The Board of Directors shall not be entitled to sell or otherwise dispose of assets (in a single transaction or a series of transactions) equivalent in value to one-third or more of the total value of the last published balance sheet of the company without the approval of the Members by special resolution.

Directors' Remuneration

53. Directors may undertake services for the company that the Board of Directors decide, and in doing so will be entitled to such remuneration as the Board of Directors agree:
- b. For their services to the company as Directors; and
 - c. For any other services which they undertake for the company.

Delegation

54. Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles to any person or committee consisting of Members of the company, by such means, to such an extent, in relation to such matters and on such terms and conditions as they see fit.
55. The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are designated.
56. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-committees

57. A sub-committee to which the Directors delegate any of their powers must confirm to any regulations imposed on it by the Directors and the provisions of these Articles. Such regulations imposed on it by the Directors will prevail over the provisions in these Articles where they are inconsistent.
58. All acts and proceedings of any sub-committees must be fully and promptly reported to the Directors.

Proceedings of the Board of Directors

Calling a Meeting of the Board of Directors

59. Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Board of Directors

60. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit.
61. A Director is able to exercise the right to speak at the meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors exercise their right to speak or vote at it including by electronic means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place at the same time.
62. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose to refer the matter to a general meeting of the company.
63. A written resolution, signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.
64. The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count towards the quorum.
65. The Directors must ensure that the company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Quorum

66. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 33% or 3, whichever is the greater.

67. If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

Chairperson

68. Directors shall appoint one of their number as the chairperson to facilitate meetings of the Board of Directors. If s/he is absent or unwilling to act as the time any meeting proceeds to business then the Directors present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the meeting.

Declaration of Interest

69. Whenever a Director has a person, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated or corporate body whose interests are reasonably likely to conflict with those of the company in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the company, s/he must:
- b. Declare an interest before the discussion begins on the matter;
 - c. Withdraw from that part of the meeting unless expressly invited by the Chairperson of the meeting to remain;
 - d. Not be counted in the quorum for that part of the meeting;
 - e. Withdraw during the vote and have no vote on the matter.
70. Subject to anything to the contract in these Articles:
- b. In accordance with (but subject to) the Companies Act, the Board of Directors may give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possible may conflict, with the interests of the company; and
 - c. In authorising a situation the Board of Directors may decide, whether at the time of giving the authorisation or subsequently, that if the conflicted Director has obtained any information through her/his involvement in the situation that as a Director, and in respect of which s/he owes a duty of confidentiality to another person, the Director is under no obligation to:
 - ii. Disclose that information to the company; and/or
 - iii. Use that information to the benefit of the company; where to do so would amount to a breach of confidence.

Expenses

71. The company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

Termination of a Director's Appointment

72. A person ceases to be a Director of the company as soon as:
- b. That person ceases to be a Member of the company; and/or
 - c. That persons resigns from office in writing to the Secretary of the company, and such resignation has taken effect in accordance with its terms; and/or
 - d. That person is removed from office by a resolution of the company in general meeting in accordance with these Articles and the Companies Acts; and/or
 - e. That person ceases to be a Director by virtue of any provision of the Companies Act or is prohibited from being a Director by law; and/or
 - f. A bankruptcy order is made against that person; and/or
 - g. A registered medical practitioner who is treating that person gives a written opinion to the company stating that the person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; and/or
 - h. By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

Removal of a Director

73. A director may be expelled from office by a resolution of the company stating that it is in the best interests of the company that his/her office is terminated. A resolution to remove a Director from office may only be passed if:
- b. The Director has been given at least 21 clear days notice in Writing of the general meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and
 - c. The Director or, at the option of the Director, the Director's representative (who need not be a Member of the company) has been allowed to make representations to the general meeting.

Secretary

74. The Board of Directors shall appoint a Secretary of the company for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed must also be removed in accordance with them.

75. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

Regulations

76. The company in a general meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the company and the proceedings and powers of the Board of Directors and sub-committees. No regulation shall be made which is inconsistent with these Articles or the Companies Acts. All Members of the company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

Application of Profits

77. The profits of the company shall be applied in the following ways, in such proportions and in such manner as the general meeting shall decide from time to time provided that nothing therein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the company or to any Member of the company in return for services actually rendered to it:
- b. To create a general reserve for the continuation and development of the company;
 - c. To make payments for social and community purposes;
- This article is entrenched on accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.

Dissolution

78. In the event of the winding up or dissolution of the company the liquidator shall first, according to law, use to assets of the company to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed amongst the Members but shall be transferred to some other asset locked body (or any body that succeeds to its function) whose purpose is sympathetic to that of the company. This Article is entrenched in accordance with section 22 of the Act; any alteration to this Article requires the approval of 100% of the Members

Administrative Arrangements

Means of Communication

79. A Member may provide their consent to receive communications from the company by electronic means.
80. Subject to these Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Companies Acts provides. Any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director as asked to be sent or supplied with such notices of Documents for the time being. A Director may agree with the company that notices sent to her/him in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be not less than 48 hours.

Registers

81. The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Acts.

Register of Members

82. The company shall maintain a register of Members which records their name, address, and the dates on which s/he became a Member and ceased to be a Member. A Member shall notify the Secretary of the company within seven days of any change to her/his name, address or address for electronic communications.
83. An entry on the register relating to a former Member of the company may be removed from the register after the expiration of 10 years from the date on which s/he ceased to be a Member.

Register of Directors

84. The company shall maintain a register of Directors which shall include the following particulars:
- b. Name of the Director, and any former names used by her/him for business purposes;
 - c. Service address;
 - d. Country of residence;
 - e. Nationality;
 - f. Business occupation, if any;
 - g. Date of birth.

85. The register of Directors shall be open for inspection to any Member of the company without charge and to any other person on payment of such fee as may be prescribed.
86. The company shall also maintain a register of Director's residential addresses which is not available for inspection.

Minutes

87. The company shall ensure that minutes are kept of all:
- b. Proceedings at meetings of the company; and
 - c. Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

Accounts

88. The Board of Directors shall cause proper accounts to be kept and circulated in accordance with the Companies Acts with respect to:
- b. All sums of money received and expended by the company and the matters in which the receipt and expenditure takes place;
 - c. All sales and purchases of goods by the company;
 - d. The assets and liabilities of the company.
89. Proper accounts shall be deemed to have been kept if they give a true and fair records of the state of the company's affairs and explain its transactions.
90. The accounts shall be kept at the Registered Office of the company or, subject to the Acts, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and other persons authorised by the company in a general meeting.
91. The Board of Directors shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the company as the Members in a general meeting shall require to be laid before them.

Audit

92. The company may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once 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 auditors (or their equivalents).
93. Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts.

Borrowing from Members

94. Monies borrowed from Members shall be repaid by the company with a rate of interest that shall not exceed that which would be otherwise be necessary to attract and retain the capital required to further the company's purpose.

Indemnity and Insurance

95. Subject to the following Article, any Director or former Director of the company or any of its subsidiary companies may be indemnified out of the company's assets against:
- b. Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or any of its subsidiary companies;
 - c. Any liability incurred by that Director in connection with the activities of the company or any of its subsidiary companies in their capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006);
 - d. Any other liability incurred by that Director as an officer of the company or any of its subsidiary companies.
96. The above Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or any other provision of law.
97. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Director or former Director of the Company or any of its subsidiary companies in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the company or any of its subsidiary companies or any pension fund or employees' share scheme of the Company or any of its subsidiary companies.