

The Companies Act 1985 - 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

PLYMOUTH AREA GROUNDWORK TRUST



INTERPRETATION

1. In these Articles if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

<u>Words</u>	<u>Meanings</u>
the Groundwork Foundation	The Company No. 1900511 or any organisation which succeeds to the function of the Groundwork Foundation.
the Company	Plymouth Area Groundwork Trust
the Statutes	The Companies Act 1985 and every other Act for the time being in force concerning Companies and affecting the Company.
these Articles	These Articles of Association as originally framed or as from time to time altered by Special Resolution.
the Board	The Board of Directors for the time being of the Company.
Director	A member of the Board of Directors.
the Office	The registered office of the Company.
the Area	The area of the Plymouth Travel to Work Area

MEMBERSHIP

2. The number of Members with which the Company proposes to be registered is two but the Company may from time to time register an increase in Members. All Members shall sign a written consent to become a Member or sign the Register of Members on becoming a Member.
3. The Members of the Company shall be the **Groundwork Foundation and Plymouth City Council**, (hereinafter known as the Founder Members) and/or such other persons as the board shall admit to membership from time to time.
4. The Board shall admit to membership such persons as it shall think fit and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any person as a Member.
5. The Board may also admit to honorary membership such persons and subject to such rights and obligations as it shall resolve upon from time to time. Such honorary members shall not be Members

for the purposes of these Articles or the Statutes. The Board may not bestow upon any honorary member the right of voting on any matter.

6. Membership shall not be transferable. A Member shall cease to be a Member:
- (a) if by notice in writing to the Secretary he resigns his membership. The member is deemed to have resigned when the letter of resignation is received at the Company's registered office,
 - (b) if, at a meeting of the Board at which not less than half of the Directors are present, a Resolution shall be passed resolving that the Member be expelled. A Resolution as aforesaid shall not be passed unless the Member has been given not less than fourteen days' notice in writing of the Meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Board. Provided that the provisions of Article 6 (b) shall not apply to Founder Members
 - (c) when any such resolution as is referred to in sub-clause (b) of this clause is passed, then the Member shall forthwith cease to be a Member.

GENERAL MEETINGS

7. **First Annual General Meeting**

The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Company and at such place as the Directors may determine.

8. **Annual General Meetings**

Subject to Article 7 the Company shall in each year hold an annual general meeting 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 Company and that of the next.

9. **Extraordinary General Meeting**

The Directors may whenever they think fit and shall on requisition in accordance with the Statutes convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

10. **Notices**

An annual meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least and any other general meeting by fourteen days notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED that a meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) if a meeting is called as the annual general meeting by all the Members entitled to attend and vote thereat and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than

95% of the total voting rights at that meeting of all the Members.

11. Contents of Notices

Every notice calling a general meeting shall specify the place, the day and the hour of meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under these Articles entitled to receive such notices from the Company. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

12. Routine Business

Routine business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say

- (a) approval of the minutes of the previous meeting and
- (b) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board and the auditors and other related documents and
- (c) appointing auditors and determining their remuneration and
- (d) matters in connection with membership of the Board and officers of the Company.

PROCEEDINGS AT GENERAL MEETINGS

13. Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of one half of the Members or not less than two whichever shall be the greater. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

14. Chairmanship

The Chairman, if any, of the Board shall preside at every general meeting of the Company or if he shall not be present within five minutes after the time appointed for the holding of the meeting or if he is unable to act the Members present shall elect one of their members to be the chairman of the meeting.

15. Adjournment

The Chairman 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

- 16.** At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or
- (b) by at least two Members present in person or by proxy; or
- (c) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the Minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 17. Except as provided in Article 19 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 18. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 20. Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Company duly convened and held.

VOTES OF MEMBERS

21. Informality

The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

22. Votes

No Member shall have more than one vote. In any case of equality of votes the Chairman shall have a second, or casting, vote.

23. Restriction on Voting

No person shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

- 24. A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis

appointed by that Court and any such committee, receiver, curator bonds or other person may, on a poll, vote by proxy.

25. No Member shall be entitled to vote at any general meeting unless all monies presently payable to him by the Company have been paid.
26. On a poll votes may be given either personally or by proxy.
27. The instrument appointing a proxy shall be in writing and at the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or attorney general duly authorised. A proxy need not be a Member of the Company.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit, or in any other form which is usual or which the Board may approve:

"Plymouth Area Groundwork Trust

I/We of in the County of , being a member/members of the above named Company hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of 19 and at any adjournment thereof.

Signed this day of 19 ."

30. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as the circumstances admit:

"Plymouth Area Groundwork Trust

I/We of in the County of , being a member/members of the above named Company hereby appoint of or failing him of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of 19 and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour/against the following resolution:

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired"

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the

authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Corporate or Unincorporated Members

- 33.1 Any person which is a Member may by authorisation of its directors or other governing body authorise such individual as they think fit to act as its representative at any meeting of the Company and the individual so authorised shall be entitled to exercise as if he were an individual Member of the Company all rights of Membership thereat.

THE BOARD

34. Directors of the Board*

The Board shall comprise not more than 18 Directors of whom not more than 10 shall be nominated Directors and not more than 8 co-opted Directors.

35. Nominated Directors*

- (a) The Founder Members of the Company may nominate Directors as follows:

The Groundwork Foundation	-	2
Plymouth City Council	-	1
Devon County Council	-	1
Caradon District Council	-	1
South Hams District Council	-	1
Evening Herald	-	1
Blue Circle Industries plc	-	1
ECC International Ltd	-	1
Corwall County Council	-	1

- (b) If any of the institutions specified in sub-clause (a) of this Article shall be superseded, reconstituted or renamed then the same right shall accrue to any successor institution provided that it substantially succeeds to its function.
- (c) Any nominating institution shall have the power at any time to withdraw a nomination and make a replacing nomination and all such nominations and withdrawals of nominations shall be in writing to the Office signed by someone authorised for the purpose.
- (d) The member institution having right of nomination to the Board may nominate anyone for that purpose without qualification.
- (e) Nominations of Directors shall be for a fixed or indeterminate period provided however that no such fixed period shall exceed three years and any indeterminate appointment shall automatically lapse at the end of three years but so that the nominated Board Member concerned shall be eligible for renomination.
- (f) In the event of removal of any nominated Director by the Company in general meeting after notice given in pursuance of Section 303 of the 1985 Act the institutions which nominated the removed Director shall have a right of renomination provided that in his case the person so removed shall not be renominated without the consent of the Board.

* Amended pursuant to a special resolution passed on 24 October 1997.

36. Co-opted Directors

For the purposes of making the co-options permitted by the foregoing Article the nominated Directors and institutions nominating them shall consult together and seek so far as possible a representative and balanced co-option reflecting the main interest groups of all kinds in the Area and giving representation where appropriate to individuals with special interests in the objects of the Company.

- (a) The nominated Directors shall have the power of co-option and termination of any co-option.
- (b) No co-option or termination of any co-option shall be valid unless at least half the nominated Directors shall approve the same either on a resolution put to the Board to that effect or by subscribing to a written resolution circulated amongst all the nominated members of the Board outside a Board meeting.
- (c) Co-option shall last for two years from the date thereof unless terminated earlier in the manner foregoing.
- (d) It shall be permissible for a co-opted Director whose period of co-option has expired or been the subject of early termination to be re co-opted.
- (e) Subject to the foregoing and to any other express provision of these Articles co-opted Directors shall otherwise have all the powers of the Board Members.
- (f) Co-opted Board Directors may not appoint alternates without the consent of the majority of the nominated Board Directors which consent may be withdrawn by them by a similar majority.

37. Vacancies

The Board may act for all purposes notwithstanding any vacancy on its membership and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any Director of the Board has been informally nominated or co-opted or is not otherwise properly qualified.

PROCEEDINGS OF THE BOARD

38. Meetings

The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven days (excluding Saturdays, Sundays and Bank holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

39. Summoning of Meetings

Three Directors may at any time and the Secretary shall upon the request in writing of three Directors summon a meeting of the Board.

40. Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be not less than one third of the membership of the Board of whom at least two must be nominated Directors.

41. Voting

- (a) All questions shall be decided by the votes of the majority of the Directors present and voting thereon at a meeting of the Board and on the request by any Director the chairman shall direct that a question shall be decided by poll.
- (b) The Directors may nonetheless pass resolutions other than at meetings by all Directors subscribing to and signing a written resolution, and may consist of several documents in like form each signed by one or more Directors.

42. Minutes

The Board shall cause Minutes to be kept of the proceedings at General Meetings of the Company and at Meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such Minutes of the Meetings signed by the Chairman or by a Director present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

43. Chairman

- (a) The Board of Directors shall elect the Chairman at the first meeting following each Annual General Meeting provided that no person shall be elected Chairman unless the nominated Directors all vote in favour of such person.
- (b) Unless the Chairman is already one of the nominated Board Members the person so elected shall be one of the co-opted Board Members. As such the person concerned shall be subject to all the other provisions of these Articles.
- (c) The Chairman shall have a second or casting vote in the event of an equality of votes.
- (d) In the event of the absence from any meeting of the Board of the elected Chairman those present shall elect one from their number to serve in that capacity for that meeting.

44. Committees and Sub-Committees

- (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee or sub-committee.
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee or sub-committee (though the resolution may allow the committee or sub-committee to make co-options up to a specified number).
- (c) The composition of any such committee or sub-committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.
- (d) The deliberations of any such committee or sub-committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee or sub-committee shall be reported forthwith to the Board and for that purpose every sub-committee shall appoint a secretary for the purpose.
- (e) All delegations under this Article shall be recoverable at any time.
- (f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or sub-committees as it may from time to time think fit.
- (g) For the avoidance of doubt the Board may delegate all financial matters to any

committee or sub-committees and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Board Member.

45. Proceedings of Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

46. All acts done by any meeting of the Board or a committee thereof or by any person acting as a Director or member of the committee or sub-committee, shall as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment or continuance in office of any Director or member or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

POWERS OF THE BOARD

47. Borrowing Powers

- (a) The Directors shall have powers to resolve pursuant to Clause 4(f) of the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.**
- (b) The Board 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, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company or of any third party in all cases without limit.

48. General Powers

The affairs of the Company shall be managed by the Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Company and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

49. Regulations

The Board shall have power from time to time to make, repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company as to the conduct of the business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum or these Articles.

** Amended pursuant to a special resolution passed on 19 July 1996.

OFFICERS, ETC.

50. The Company may from time to time resolve upon the creation of other classes of member of the company provided that their rights do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and bestow upon the person concerned such rights privileges duties and obligations (subject as aforesaid) as may be specified therein.
51. The Board will appoint or engage on such terms (subject to the Memorandum) to discharge such duties as they may think fit a Treasurer and a Secretary and such other officers and servants as they shall see fit and may dismiss any officer or servant so appointed or engaged.

ACCOUNTS

52. Accounting records sufficient to show and explain the Company transactions and otherwise complying with the Statutes shall be kept at the Office or such other place within Great Britain as the Directors think fit.
53. The Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the members and subject thereto the books and accounts shall be open to inspection by the members at all reasonable time during the usual business hours.
54. The Board shall lay before the annual general meeting of the Company in each year an income and expenditure account of the Company and a balance sheet for the year ending on the previous 31st March. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the auditors and balance sheet shall comply with the provisions of the Statutes. A copy of every balance sheet together with copies of the said reports shall, not less than twenty one clear days before the date of the meeting before which such balance sheet and reports are to be laid, be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

56. A notice may be served upon any member of the Company either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.
57. If a member has not a registered address for service, any notice shall be sufficiently served on him by posting up in the office such notice addressed generally to the member. A member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.
58. The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings at that meeting.

59. Subject to the provisions of the Statutes and of the Memorandum of Association every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
60. The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.
61. Any of the provisions hereof may be changed by a special resolution for the purposes of obtaining and thereafter maintaining charitable status for the Company.

PATRONS

62. The Board may in its discretion appoint and remove any person to be a Patron of the Company and on such terms as they shall think fit.
63. A Patron 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 accounts of the Company when available to members.