

FILE COPY



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

Company No. 5595628

The Registrar of Companies for England and Wales hereby certifies that
CARLISLE MENCAP 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 October 2005



N05595628R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals

CHFP001

Declaration on application for registration

Company Name in full

5595628
CARLISLE MENCAP LIMITED

I,

SHEILA GREGORY

of

DYRESIDE HIGH KNELLS, HOUGHTON, CARLISLE, CUMBRIA

† 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

Sheila Gregory

Declared at

VICTOR HOUSE, CARLISLE

Day Month Year

on

21 09 2005

* Please print name.

before me*

JANNA TAY HELENA JEEVES

Signed

Date

21.9.2005

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

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

JORDANS LIMITED

215 THOMAS STREET

BRISTOL BS1 6JS

GREAT BRITAIN

X10117

DX number

DX exchange

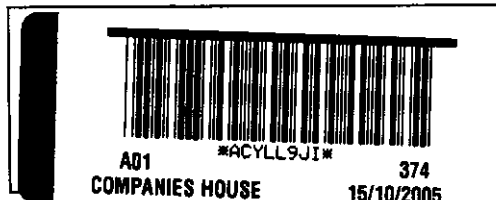
When you have completed and signed the form please send it to the
Registrar of Companies at:

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



COMPANIES HOUSE

374
15/10/2005

Form revised June 1998



10

Please complete in typescript,
or in bold black capitals.

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CARLISLE MENCAP LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

6 BRUNSWICK STREET

Post town

CARLISLE

County / Region

CUMBRIA

Postcode

CA1 1PN

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.

A01
COMPANIES HOUSE

RCYLK9JH

375
15/10/2005

JORDANS LIMITED

21 ST. THOMAS STREET

BRISTOL BS1 6JS

GREAT BRITAIN

0117 918 1253

DX number

DX exchange

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

NAME	*Style / Title			*Honours etc		
Forename(s)		SHEILA				
Surname		GREGORY				
Previous forename(s)						
Previous surname(s)		JOHNSTONE				
† 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	Address †	DYKESIDE, HIGH KNELLS				
		HOUGHTON				
	Post town	CARLISLE				
	County / Region	CUMBRIA	Postcode	CA6 4JW		
	Country	UK				

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

Consent signature

Sheila Gregory

Date

20/9/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc		
Forename(s)		GEORGINA				
Surname		TERNENT				
Previous forename(s)						
Previous surname(s)		① MACBEAN ② WARD				
† 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	Address †	2 QUARRYFIELD				
		STOCKDALEWATH DALSTON				
	Post town	CARLISLE				
	County / Region	CUMBRIA	Postcode	CA5 7DP		
	Country	UK				

Day Month Year

Date of birth

16 03 1963

Nationality

BRITISH

Business occupation

COUNCIL MANAGER

Other directorships

NONE

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

Consent signature

G

Date

20/9/05

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc		
	Forename(s)	CHRISTINE				
	Surname	BOWDITCH				
	Previous forename(s)					
	Previous surname(s)	CONNELL				
† 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.	Address†	4, ST. GEORGES CRESCENT				
	Post town	CARLISLE				
	County / Region	CUMBRIA	Postcode	CA3 9NL		
	Country	UK				
	Date of birth	Day	Month	Year	Nationality	BRITISH
		28	01	1950		
	Business occupation	SCHOOL TEACHER				
	Other directorships	NONE				
	I consent to act as director of the company named on page 1					
	Consent signature	C. Bowditch			Date	20/9/05

This section must be signed by		PP Jordans	
Either			
an agent on behalf of all subscribers	Signed	C. Welch	Date 21/9/05
Or the subscribers	Signed		Date
(i.e. those who signed as members on the memorandum of association).	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

CARLISLE MENCAP LIMITED

Nsc
AC00400089

877778



1. The name of the company (hereinafter called "the Society/Club") is
CARLISLE MENCAP LIMITED.

2. The registered office of the Society/Club will be situate in England and
Wales.

3. Objects

The objects of the Society/Club are:

3.1 The relief of people with a learning disability in particular by the provision
of help and support for them and for their families, dependants and carers,
and to prevent learning disabilities for the public benefit and to advance
religion amongst persons with a learning disability; and

3.2 To provide or assist in the provision of facilities for the recreation or other
leisure time occupation for people who have need thereof by reason of
learning disability with the object of improving their conditions of life.

"learning disability" means any developmental disability of the mind and
any associated condition howsoever caused and whether mild, moderate
or severe.

4. Powers

In order to attain its objects but not for any other purpose the Society/Club
may (but need not):-

4.1 increased public awareness and understanding of the abilities of people
with a learning disability, their problems and needs and those of their
families, dependants and carers in order to assist their integration in
society;

- 4.2 encourage mutual help and co-operation between families, dependants and carers of people with learning disabilities (particularly within the geographical vicinity of the Society/Club) and also between them and other agencies and individuals who work for and with them;
- 4.3 assist and promote the Royal Society, its members and groups (taking into account the work and resources of the Society/Club) in order to achieve mutual or similar objects;
- 4.4 co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Society/Club or of similar charitable objects and exchange information and advice with them;
- 4.5 raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided that in raising funds the Society/Club shall not undertake any permanent activities of a trading nature except those allowed by charity law¹;
- 4.6 invest the money of the Society/Club not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit;
- 4.7 employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Executive Committee shall decide provided that no paid member of staff shall be a member of the Executive Committee;
- 4.8 appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Executive Committee shall think fit;
- 4.9 borrow or raise money in such manner and upon such terms as the Society/Club shall think fit and may, for the purpose of securing any debt or other obligation of the Society/Club, mortgage or charge all or part of the property of the Society/Club;
- 4.10 buy, take on lease or in exchange any buildings and/or land and maintain and equip such buildings and/or land for use and sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law;
- 4.11 undertake or accept any trusts or obligations;
- 4.12 do all such other lawful things as shall further the attainment of the objects of the Society/Club.

¹ For example, running a shop selling donated goods is not considered trading in Charity Law. Similarly, running a sheltered workshop for the fulfilment of a charity's objects is allowable trading in charity law.

5. The income and property of the Society/Club shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Society/Club except for payment in good faith of:-
- 5.1 reasonable and proper wages to any employee (not being an Executive Committee member) for any services given to the Society/Club and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member officer or employee of the Society/Club;
 - 5.2 interest on money lent to the Society/Club at a reasonable and proper rate per annum;
 - 5.3 reasonable and proper rent for premises let to the Society/Club;
 - 5.4 fees, or other benefits to any company of which a member of the Executive Committee is also a member holding not more than 1/100th part of the capital;

provided that nothing in this Clause 5 nor in Clause 6 below shall prevent

For Clubs only

any Executive Committee members or their relatives from using the facilities of the Club or participating in any of its activities and does not prevent them from voting on the provision to them or their relatives of such facilities and activities, provided that in doing so they vote in a manner which is in the best interests of the Club rather than in their own best interests;

For Societies only


any Executive Committee members or their relatives from obtaining any charitable services from the Society provided that the members do not take part in or vote on decisions to provide benefits specifically to them or their families. (Even if members of the Committee or their families would benefit from a service they may decide to provide that service in principle but may not then vote on provision to them or their family members of that particular service.)


6. Subject to Clause 5 of this Memorandum and Article 50 of the Articles, except with the prior written approval of the Charity Commissioners no member of the Executive Committee may:
- 6.1 receive any benefit in money or in kind from the Society/Club; or
 - 6.2 have a financial interest in the supply of goods or services to the Society/Club; or

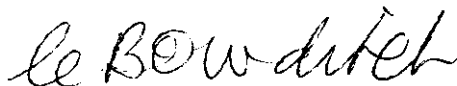
- 6.3 acquire or hold any interest in property of the Society/Club (except in order to hold it as a trustee of the Society/Club).
- 7. The liability of the members is limited.
- 8. Every member of the Society/Club undertakes to contribute such amount as may be required, not exceeding £1, to the Society/Club's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-
 - 8.1 for the payment of the Society/Club's debts and liabilities contracted before he or she ceased to be a member;
 - 8.2 for the costs, charges and expenses of winding up; and
 - 8.3 for the adjustment among themselves of the rights of persons who have contributed to the Society/Club's assets.
- 9. If any property remains after the Society/Club has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Society/Club. It shall instead be given or transferred to the Royal Society upon trust for people with learning disabilities (and those amongst their families, dependants and carers in need) in accordance with the Society/Club's wishes and subject thereto for the general charitable purposes of the Royal Society.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers



GEORGINA TERNENT
2 QUARRYFIELD
STOCKDALEWATH
DALSTON
CARLISLE
CA5 7 DP


SHEILA GREGORY
DYKESIDE, HIGH KNELLS
HOUGHTON
CARLISLE
CA6 4JW


CHRISTINE BOWDITCH
4 ST. GEORGES CRESCENT
CARLISLE
CA3 9NL

Dated 20/9/05

Witness to the above Signatures:-


CAROLYN AUDREY BIMSON
CROFT VIEW, NEALHOUSE, CARLISLE CA5 6CH.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CARLISLE MENCAP LIMITED

INTERPRETATION

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

	Term	Meaning
1.1	"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2	"Articles"	these Articles of Association of the Society/Club
1.3	"the Chair"	the Chair of the Society/Club for the time being appointed in accordance with Article 59
1.4	"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.5	"Executive Committee"	the board of directors of the Society/Club (as defined in the Act) for the time being
1.6	"the Honorary Officers"	means the Chair, one or more Vice-Chair, the Treasurer and Secretary and such other officers as the Society/Club may decide as may be appointed under Article 59

- | | | |
|------|---------------------|--|
| 1.7 | "Memorandum" | the Memorandum of Association of the Society/Club |
| 1.8 | "Office" | the registered office of the Society/Club |
| 1.9 | "Royal Society" | Royal Mencap Society |
| 1.10 | "the Secretary" | the secretary of the Society/Club for the time being appointed in accordance with Article 59 |
| 1.11 | "Society/Club" | CARLISLE MENCAP LIMITED |
| 1.12 | "the Treasurer" | the treasurer of the Society/Club for the time being appointed in accordance with Article 59 |
| 1.13 | "the Vice Chair(s)" | the Vice Chair(s) of the Society/Club for the time being appointed in accordance with Article 59 |
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Society/Club.

MEMBERSHIP

3. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Society/Club.
4. Membership of the Society/Club shall be open to all people (whether with or without a learning disability) who declare their support for and are in sympathy with the objects stated in the Memorandum.
5. Membership shall be granted to those individuals who submit an application in a form prescribed by the Executive Committee provided that applicants meet the membership criteria contained in Article 4 above and pay any subscriptions or payments required under Article 6 below. Membership lists may, however, be closed at the Executive Committee's discretion if facilities for members would otherwise become inadequate.
6. The Executive Committee may (but need not) decide an annual subscription or other payment(s) for membership provided that in individual cases of hardship it may waive the requirement to pay the subscription or payment(s). It may also make provision for life, honorary and group memberships at its discretion.
7. A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Executive Committee). Entry

in that list shall be conclusive evidence that any person is or is not a member.

8. Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.
9. The Executive Committee may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a relative, friend or advocate (if wished), before a final decision is made.
10. The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Executive Committee or who has failed without good reason to pay a subscription six calendar months or more after a request for its payment has been made or who has resigned in writing from membership.
11. Family subscriptions may be approved by the Executive Committee. The list of members will be marked to show the voting rights of each family member once the first subscription, if any, has been paid. Families shall mean members of a household living at one address and may, at the discretion of the Executive Committee, include group homes.
12. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

Annual General Meeting

13. The Society/Club shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. Where possible the annual general meeting shall be held in the month of January in each year or as soon as practicable thereafter. It shall be held at such time and place as the Executive Committee shall think suitable.

Other General Meetings

14. The Executive Committee may call a general meeting at any time. The Executive Committee shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

15. Unless Article 16 applies, general meetings shall be called by at least 21 clear days' written notice.

16. A general meeting may be called by shorter notice if it is so agreed:-
- 16.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
- 16.2 in the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.
- 17.1 A general meeting for the purpose of considering a proposal that a member of the Executive Committee should be removed from office may be called by a majority of the Executive Committee (excluding the member whom it is proposed should be removed). (For the avoidance of doubt Article 14 shall apply to such meeting.) At least 21 days' notice of such meeting must be given to the Executive Committee member whom it is proposed should be removed. If the Executive Committee member has been suspended from office under Article 48.6 the general meeting must be held no more than 42 days after that suspension. The Executive Committee member concerned shall have the right to be heard either in writing or in person at the general meeting.
- 17.2 The Royal Society acting through its Chair may call a general meeting for the purpose of appointing members of an investigations committee and/or considering the recommendations of an investigations committee under Article 49. At least 21 days' notice must be given to all of the members in each case.

Contents of Notice

18. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. Every notice of an annual general meeting shall invite nominations for election to the Executive Committee at the annual general meeting from the members.

Service of Notice

19. Notice of general meetings shall be given to every member and to the Executive Committee and to the auditors of the Society/Club.

PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any meeting unless a quorum is present. Ten members or ten percent of the total membership, whichever is the greater, shall be a quorum, provided that if the Society/Club shall have less than twenty members, fifty percent of the membership shall be a quorum.

21. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
22. Before any business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. At subsequent and other general meetings the Chair, if any, of the Executive Committee shall preside as chair of the meeting, but if the Chair is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the persons present shall choose one of their number to be chair of the meeting.
23. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll or a secret ballot is duly demanded. Subject to the provisions of the Act, a poll or a secret ballot may be demanded:-
- 24.1 by the chair; or
- 24.2 by one third of the members present; or
- 24.3 by at least five members present and having the right to vote at the meeting; or
- 24.4 by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- 24.5 in the case of the election of the Honorary Officers and other Executive Committee members, by one of the members present and having the right to vote.
- (Postal and proxy voting are not allowed.)
25. Unless a poll or secret ballot is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive

evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

26. A poll or secret ballot shall be taken at the meeting as the chair directs. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot was demanded.
27. The proceedings at any meeting or on the taking of any poll or secret ballot shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

Votes of members

28. On a show of hands and a poll or secret ballot every member aged 18 or over present in person shall have one vote. In the case of family subscriptions each family member aged 18 or over present in person shall have one vote.
29. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Society/Club have been paid.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Annual General Meeting

31. At each annual general meeting:
 - 31.1 The Executive Committee shall present the report and accounts of the Society/Club for the preceding year.
 - 31.2 An independent qualified auditor or independent examiner shall be appointed for the following year.
 - 31.3 Nominations for election to the Executive Committee shall be considered and voted upon.
 - 31.4 The meeting may also transact such other business as may be brought before it.

EXECUTIVE COMMITTEE

Number of members of the Executive Committee

32. Unless otherwise decided by ordinary resolution the maximum number of members of the Executive Committee shall be twelve.

Powers of the Executive Committee

33. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Society/Club shall be managed by the Executive Committee who may exercise all the powers of the Society/Club. No alteration of the Memorandum or Articles shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Executive Committee by the Articles and a meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
34. The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Society/Club for such purposes and on such conditions as they determine.

Regulations

35. The Executive Committee shall have power from time to time to make, repeal or alter regulations as to the management of the Society/Club and its affairs, as to the duties of any officers or employees of the Society/Club, as to the conduct of business by the Executive Committee or any committee and as to any of the matters or things within the powers or under the control of the Executive Committee provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of the Executive Committee's powers

36. The Executive Committee may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 36.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 36.2 each such committee shall comprise at least three or more persons (the majority of whom must be members of the Executive Committee) and subject thereto shall be entirely in the discretion of the members of the Executive Committee; and
 - 36.3 the deliberations of any such committee shall be reported regularly to the members of the Executive Committee and any resolution passed or decision taken by any such committee shall be reported forthwith to the members of the Executive Committee and for that purpose every committee shall appoint a secretary; and
 - 36.4 all delegations under this Article shall be revocable at any time; and

- 36.5 the members of the Executive Committee may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
37. For the avoidance of doubt, the members of the Executive Committee may (in accordance with Article 36) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any member of the Executive Committee, provided always that no committee shall incur expenditure on behalf of the Society/Club except in accordance with a budget which has been approved by the members of the Executive Committee.
38. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Executive Committee so far as the same are applicable and are not superseded by any regulations made by the Executive Committee.

Appointment and retirement of members of the Executive Committee

39. The first members of the Executive Committee shall be the subscribers to the Memorandum.

40. For Societies	For Clubs
The Executive Committee shall consist of the following persons, any of whom may have learning disabilities:	The Executive Committee shall consist of the following persons, any of whom may have learning disabilities:
(i) the Honorary Officers for the time being	(i) the Honorary Officers for the time being
(ii) (insert a number which should not be less than 4) members of the Society who shall be elected at an Annual General Meeting and	(ii) not more than two members of the local Society or Societies (if any) being affiliated to the Royal Society appointed by the local Society's Executive Committee and
(iii) co-opted members (who may but need not be members of the Society) being persons having a special interest in and qualifications for furthering the work of the Society appointed in accordance with Article 46.	(iii) the Club Leader for the time being (for so long as his or her appointment as Club Leader continues) and
	(iv) not less than two Club members who shall be elected at an Annual General Meeting and
	(v) co-opted members (who may but need not be members of the

Club) being persons having a special interest in and qualifications for furthering the work of the Club appointed in accordance with Article 46.

41. At the end of each annual general meeting all the members of the Executive Committee (with the exception of the Club Leader) shall retire from office but they may be re-elected or re-appointed.
42. If a vacant position on the Executive Committee is not filled through election or re-election at the Annual General Meeting the following provisions apply:
 - 42.1 If the position is that of an Honorary Officer the person who has retired under Article 41 shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
 - 42.2 If the position is not that of an Honorary Officer the individuals in the same sub-category of membership of the Executive Committee under Article 40 who have retired under Article 41 shall be deemed re-appointed unless the meeting resolves that he/she/they should not be deemed re-appointed or he/she/they are not willing to act. If there are more persons in each category than there are vacancies, the persons deemed re-appointed shall be those who have served the shortest time on the Executive Committee, and if any have served for the same period of time, the order of priority shall be determined by lot.
 - 42.3 This Article 42 does not apply to appointments by the Executive Committee under Article 46.
43. Subject to Article 42 no person shall be appointed or re-appointed a member of the Executive Committee at any general meeting:-
 - 43.1 unless he or she has been nominated by one or more members by written nomination delivered to the Secretary at least seven days before the date appointed for the meeting, together with notice executed by the nominee of his or her willingness to be appointed or re-appointed, provided that if no nominations for a particular vacancy are made within that period, nominations for the vacancy shall be accepted at the meeting; and
 - 43.2 until he or she has signed in the minute book of the Executive Committee a declaration of willingness to act as a member of the Executive Committee².
44. No person may be appointed as a member of the Executive Committee:

² The purpose of this requirement is to ensure that individual Executive Committee members are aware of their duties and powers contained in these Memorandum and Articles and that they are charity trustees.

- 44.1 unless he or she has attained the age of 18 years; or
- 44.2 in circumstances such that, had he or she already been a member of the Executive Committee, he or she would have been disqualified from acting under the provisions of Article 48.
- 45. Subject to the above Articles, the Society/Club may by ordinary resolution appoint a person who is willing to act to be a member of the Executive Committee either to fill a vacancy or as an additional member of the Executive Committee.
- 46. The Executive Committee may at any time appoint a co-opted member to fill a vacancy provided that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Article 52 and shall take effect from the end of that meeting unless the appointment is to fill a place not then vacated in which case the appointment shall take effect on the date when the place becomes vacant.
- 47. Members of the Executive Committee appointed at an annual general meeting shall take office from the end of that meeting.

Disqualification and removal of members of the Executive Committee

- 48. The office of a member of the Executive Committee shall be vacated if he or she:-
 - 48.1 ceases to be a member of the Executive Committee by virtue of any provision of the Act or he or she becomes prohibited by law from being a member of the Executive Committee; or
 - 48.2 is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);³
 - 48.3 becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;
 - 48.4 is absent without the permission of the Executive Committee from all their meetings held within a period of six months provided that these constitute at least two consecutive meetings and the Executive Committee resolve that his or her office be vacated;

³ Section 72 of the Charities Act basically prevents a person who has been convicted of offences involving dishonesty or fraud, who has been made bankrupt or previously removed from the office of charity trustee or company director because of mismanagement from standing or continuing as a charity trustee. It should be consulted in detail if a person might fall within it.

48.5 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);

48.6 if he or she is removed from office by resolution of a general meeting called under Article 17.1, provided that pending the holding of such general meeting a majority of the other members of the Executive Committee shall have power to suspend the Executive Committee member from office by written notice served on him or her. If the Executive Committee member is not removed from office at the general meeting his or her suspension will cease; or

48.7 if he or she is removed from office pursuant to Article 49.

Suspension from membership of the Executive Committee by the Royal Society and subsequent removal

49.1 A member of the Executive Committee may be suspended from office if written notice is served by the Chair of the Royal Society on the Society/Club exercising the power of suspension contained in Article 49.2.

49.2 The power of suspension may be exercised if the Chair of the Royal Society considers that the individual member of the Executive Committee has acted in such a way as might damage the reputation of the Society/Club and either:

- (i) a member or members of the Executive Committee of the Society/Club invites the Royal Society to become involved; or
- (ii) the Royal Society becomes aware, by any means, of circumstances which cause its Chair to be of the opinion that the Royal Society's involvement is necessary to protect the reputation of the Society/Club.

49.3 Immediately the power of suspension has been exercised, the grounds on which the power of suspension has been exercised and any other relevant issues shall be investigated by a committee comprising:-

- (i) at least two trustees of the Royal Society (including if possible at least one member of the Royal Society's Governance Committee); and
- (ii) two members of the Society/Club appointed by either the remaining members of the Executive Committee of the Society/Club or, if there are none, by the members of the Society/Club at a general meeting called by the Royal Society.

The investigation shall be carried out in accordance with procedures drawn up by the Royal Society from time to time (which shall be available to all Executive Committee members) subject to such amendments as the committee shall decide. The procedures of the committee shall provide for a timetable and will include an

opportunity for the individual Executive Committee member(s) concerned to make representations either in person (where he or she may, if he or she wishes, be assisted by a friend, relative or advocate) or in writing.

- 49.4 Following the investigation the findings and recommendations of the committee shall be reported to the members of the Society/Club at a general meeting called to decide whether to remove or reinstate the Executive Committee member(s). Such general meeting may be called by the members of the Society/Club or by the Royal Society under Article 17.2. The individual Executive Committee member(s) concerned shall have the right to address the general meeting.
- 49.5 Any Executive Committee member removed by the members as a result of this process may ask for the procedures of the investigating committee to be reviewed by a specially constituted committee appointed by the National Assembly of the Royal Society. Such committee shall report its findings and recommendations to the members of the Society/Club.
- 49.6 If the Royal Society is of the opinion that the suspension of all of the Executive Committee is necessary to protect the reputation of the Society/Club, the Chair of the Royal Society may serve notice in accordance with this Article 49 on all members of the Executive Committee. Prior to the replacement or reinstatement of the Executive Committee the Royal Society shall have power to appoint any three individuals whom it considers appropriate to exercise the powers of the Executive Committee.
- 49.7 If a member of the Executive Committee is also an employee the suspension or termination of his or her membership of the Executive Committee will be without prejudice to his or her employment rights as against the Society/Club.
- 49.8 For the avoidance of doubt the procedures contained in this Article 49 override the Executive Committee's and members' own powers of suspension and removal contained in Articles 19.1 and 48.6.

Expenses of members of the Executive Committee

50. The members of the Executive Committee may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of members of the Executive Committee or committees of members of the Executive Committee or other general meetings or separate meetings relevant to their work as charity trustees or the work of the Society/Club or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF EXECUTIVE COMMITTEE⁴

⁴ The Committee forms the charity trustees of the Society/Club and, therefore, has the duties contained in Charity Law as well as in its constitution. All trustees need to be aware of these duties. Guidance on them is available from the Charity Commission.

51. Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit.
52. The Executive Committee shall hold at least four quarterly ordinary meetings each year. At least seven days notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
53. There shall be a quorum when at least three members of the Executive Committee are present at a meeting.
54. The continuing Executive Committee members or a sole continuing Executive Committee member may act notwithstanding any vacancies in their number, but, if the number of Executive Committee members falls to less than three the continuing Executive Committee member(s) may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
55. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
56. Whenever an Executive Committee member has an allowable personal interest in any matter under discussion at any meeting, he or she shall declare it at the beginning of that meeting.
57. The Chair shall act as chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
58. All acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, or by a person acting as a member of the Executive Committee shall, even if afterwards discovered that there was a defect in the appointment of any member of the Executive Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Committee and had been entitled to vote.

GENERAL

Honorary Officers

59. The Honorary Officers shall consist of a Chair, one or more Vice-Chair, a Treasurer and Secretary, and such other officers as the Society/Club may decide. They shall be elected from the membership at the annual general

meeting in accordance with these Articles and shall hold office from the end of the annual general meeting at which they are elected until the next annual general meeting when they shall be eligible for re-appointment.

Patron, President and Vice-President

60. Patrons, a President and Vice-President(s) may be appointed by the Society/Club. Any such appointments shall be decided by the membership at any general meeting. A person so appointed shall have no voting rights except where such a person is also a member of the Society/Club. A person so appointed shall also not be eligible to stand for election to the Executive Committee at an annual general meeting but may be co-opted as an Executive Committee member by the Executive Committee in accordance with these Articles.

Affiliation

61. The Society/Club shall seek affiliation to the Royal Society in accordance with the Articles of Association of the Royal Society and during affiliation the Society/Club will observe the terms of affiliation for affiliated members published by the Royal Society from time to time.

Club Leader

(For Clubs)

62. At its first meeting after the annual general meeting, the Executive Committee may appoint from among the members of the Club an unpaid Club Leader whose duties shall be prescribed by the Executive Committee and who shall hold office from the conclusion of that meeting for the period specified by the Executive Committee and agreed with the Club Leader.

Minutes

63. The Executive Committee shall cause minutes to be made in a permanent form in books kept for the purpose:-
- 63.1 of all appointments of officers made by the Executive Committee; and
- 63.2 of all proceedings at meetings of the Society/Club and of the Executive Committee, and of committees of the Executive Committee, including the names of the members of the Executive Committee present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or members of the Executive Committee of the Society/Club, be sufficient evidence of the proceedings.

Accounts and Reports

64. The Society/Club may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Society/Club may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
65. The Executive Committee shall comply with the requirements of the Act and of the Charities Act 1993⁵ (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- 65.1 annual reports;
- 65.2 annual returns;
- 65.3 annual statements of account.

Amendments

66. Notwithstanding the other provisions of these Articles:-
- 66.1 No amendments may be made to clauses 1 (name), 3 (objects), 6 (Executive Committee members not to be personally interested), or 9 (dissolution) of the Memorandum nor to Article 61 (affiliation) or to this Article 66 without the prior consent in writing of the Charity Commissioners;
- 66.2 No amendment may be made which would have the effect of making the Society/Club cease to be a charity at law.
67. The Executive Committee must promptly send to the Royal Society's Secretariat or other office, as requested by it, a copy of any amendment made to the Memorandum and/or Articles.

Notices

68. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the members of the Executive Committee need not be in writing.
69. The Society/Club may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the

⁵ Guidance can be obtained from the Charity Commission on these obligations. Their extent depends on the income of the Society/Club in each financial year.

Society/Club an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Society/Club.

70. A member present in person at any meeting of the Society/Club shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
71. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

72. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled, every member of the Executive Committee or other officer or auditor of the Society/Club shall be indemnified out of the assets of the Society/Club against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society/Club, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

73. The provisions of clauses 8 and 9 of the Memorandum relating to the winding-up or dissolution of the Society/Club shall have effect and be observed as if the same were repeated in the Articles.

Names and addresses of Subscribers



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SHEILA GREGORY

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Dated 20/9/05

Witness to the above Signatures:-



CAROLYN AUDREY BIMSON

CROFT VIEW, NEALHOUSE, CARLISLE CA5 6LH.