

**Company number: 7828443**

**The Companies Act 2006**

**Certificate of Passing of a Special Resolution**

**of**

**REALISE Futures CIC ("the company")**

At an annual general meeting of the company held on Wednesday 2<sup>nd</sup> July 2014 at Murrayside Learning Centre (Foxhall Room), Nacton Road, Ipswich, IP3 9JL, the following resolution was duly passed as a special resolution

**SPECIAL RESOLUTION**

THAT the Articles tabled at the company's Annual General Meeting 2014 shall be hereby approved and adopted as the Articles of the Association of the company in substitution for and to the exclusion of the company's existing Articles of Association

Signed  .

**Chairman/Secretary**

Date. 15/07/14

THURSDAY



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17/07/2014

#116

COMPANIES HOUSE

The Companies Act 2006

Community Interest Company Limited by Guarantee

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**Articles of Association**

**of**

**Realise Futures C.I.C.**

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*(As amended by special resolutions dated 17<sup>th</sup> July 2013 and 2<sup>nd</sup> July 2014)*

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# **The Companies Act 2006**

## **Community Interest Company Limited by Guarantee**

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# **The Companies Act 2006**

## **Articles of Association**

**of**

## **Realise Futures C.I.C.**

### **INTERPRETATION**

#### **1. Defined Terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles.

### **COMMUNITY AND INTEREST COMPANY AND ASSET LOCK**

#### **2. Community Interest Company**

The Company is to be a community interest company.

#### **3. Asset Lock**

3 1 The Company shall not transfer any of its assets other than for full consideration

3 2 Provided the conditions in Article 3 3 are satisfied, Article 3.1 shall not apply to

3 2.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

3 2 2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company

3 4 If:

3.4.1 the Company is wound up under the Insolvency Act 1986, and

3.4 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3 5 below

3.5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

Name. Social Firms UK

Charity Registration Number (in Scotland): SC030949

Company Registration Number (in Scotland) 214915

Registered Office 54 Manor Place, Edinburgh EH3 7EH

**4 Not for profit**

The Company is not established or conducted for private gain. any profits or assets are used principally for the benefit of the community.

**OBJECTS, POWERS AND LIMITATION OF LIABILITY**

**5. Objects**

The Company's objects are to carry on activities which benefit the community and in particular (without limitation)

- 5.1 To help people to be active citizens within their local communities through the provision of a range of support that enables them to gain or sustain employment through advice, learning, information and guidance,
- 5.2 To promote choice and independence for people with disabilities and disadvantages, and to provide or facilitate person centred support to meet their choices and needs,
- 5.3 To promote and improve, for the public benefit, the economic and social wellbeing of people living and working in areas where the company operates.

**6. Powers**

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

**7. Liability of members**

- 7.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for
  - 7.1.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,
  - 7.1.2 payment of the costs, charges and expenses of winding up; and
  - 7.1.3 adjustment of the rights of the contributories among themselves

## **DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **8. Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

#### **9. Members' reserve power**

9.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

#### **10. Chair**

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office

#### **11. Directors may delegate**

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

11.1.1 to such person or committee,

11.1.2 by such means (including by power of attorney);

11.1.3 to such an extent,

11.1.4 in relation to such matters or territories; and

11.1.5 on such terms and conditions;

as they think fit

11.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

#### **12. Committees**

12.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

- 12.2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

### **DECISION-MAKING BY DIRECTORS**

#### **13. Directors to take decisions collectively**

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19

#### **14. Calling a Directors' meeting**

- 14.1 Two Directors may (and the Secretary must at the request of two Directors) call a Directors' meeting

- 14.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

14.2.1 all the Directors agree; or

14.2.2 urgent circumstances require shorter notice.

- 14.3 Notice of Directors' meetings must be given to each Director

- 14.4 Every notice calling a Directors' meeting must specify:

14.4.1 the place, day and time of the meeting; and

14.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 14.5 Notice of Directors' meetings need not be in Writing

- 14.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

#### **15. Participation in Directors' meetings**

- 15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

- 15.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.



## **16. Quorum for Directors' meetings**

- 16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is three or one-third of the total number of Directors (rounding up to the next whole number where this is a fraction), whichever is the greater.
- 16.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 16.3.1 to appoint further Directors; or
- 16.3.2 to call a general meeting so as to enable the members to appoint further Directors

## **17. Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

## **18. Decision making at a meeting**

- 18.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 18.2 In all proceedings of Directors each Director must not have more than one vote, except in the event of a tie, in which case the chair of the meeting shall have a casting vote, unless the chair has a Conflict of Interest which results in him or her not being entitled to vote on the proposal or count towards the quorum.

## **19. Decisions without a meeting**

- 19.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing
- 19.2 A decision which is made in accordance with Article 19.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
- 19.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;
- 19.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 19.2;

19 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

19 2 4 the Recipient must prepare a minute of the decision in accordance with Article 50

## **20. Conflicts of interest**

20.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

20 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

20 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must.

20 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

20.3.2 not be counted in the quorum for that part of the meeting, and

20 3 3 withdraw during the vote and have no vote on the matter.

20.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

## **21. Directors' power to authorise a conflict of interest**

21.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;

21.1 2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum; and

21 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Trustees think fit and is subject always to their right to vary or terminate the authorisation

21.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from

meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

- 21.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21.1 (subject to any limits or conditions to which such approval was subject).

## **22. Register of Directors' interests**

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **23. Methods of appointing directors**

- 23 1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director in accordance with the following provisions.

- 23 2 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors. During the Initial Period, subject to Article 24, the Directors may appoint any individual who is willing to act and is permitted by law to do so as a Director.

- 23.3 Immediately following expiry of the Initial Period.

23.3 1 the number of Directors shall not be less than ten (10) and not more than twelve (12),

23 3 2 as far as is reasonably practicable, the Directors shall include

- (a) the chief executive of the Company from time to time, ex officio,
- (b) five Management Team Directors;
- (d) four Co-opted Directors

23 3.3 a Suffolk County Council nominated person may attend any and all Board meetings in an observatory capacity

23 3.4 any Director in office immediately before expiry of the Initial Period shall automatically cease to be a Director, unless he or she has been reappointed as a Director by virtue of falling under any of the categories (a) to (d) of Article 23.3.2

### ***Co-opted Directors***

- 23 4 Co-opted Directors shall be appointed by the Directors. All such appointments must be reported to the annual general meeting following the making of those appointments
- 23 5 Each Co-opted Director shall serve until the first Directors' meeting after the third annual general meeting following his or her appointment, at which he or she must retire from office but be eligible for reappointment

### ***Interim Directors***

- 23 6 The Directors may appoint any individual to be an Interim Director either to fill a casual vacancy among the other Directors if this occurs or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
- 23 7 Interim Directors shall hold office only until the next annual general meeting following their appointment, at which they must retire but shall be eligible (subject to the other provisions of these Articles) for reappointment as a Director

### ***Timing of retirement***

- 23 8 Unless specified otherwise, a Director who retires at an annual general meeting and who is not reappointed shall retain office until either:
- 23.8 1 the meeting appoints someone in his or her place, or
- 23.8.2 (if no one is appointed in his or her place) until the end of the meeting

### ***Minimum age***

- 23.9 No person may be appointed as a Director unless he or she has reached the age of 18 years.
- 23 10 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member
- 23.11 For the purposes of Article 23.10, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

## **24. Termination of Director's appointment**

- 24.1 A person ceases to be a Director as soon as:
- 24.1 1 that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law,

- 24.1 2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 24 1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 24 1 4 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 24 1 5 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect),
- 24.1.6 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason,
- 24 1 7 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views;
- 24.1 8 in the case of a Co-opted Director, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors,
- 24 1 9 in the case of the Council Director, written notice is received from an authorised representative of Suffolk County Council removing him or her from office;
- 24.1.10 in the case of the Management Team Director, written notice is received from an authorised representative of the Management Team removing him or her from office,
- 24 1 11 in case of the chief executive of the Company, he or she ceases to be the chief executive

## **25. Directors' remuneration**

- 25 1 Directors may undertake any services for the Company that the Directors decide
- 25 2 Directors are entitled to such remuneration as the Directors determine
  - 25 2 1 for their services to the Company as Directors, and
  - 25 2 2 for any other service which they undertake for the Company.

- 25.3 Subject to the Articles, a Director's remuneration may:
- 25.3.1 take any form, and
  - 25.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 25.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 25.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested
- 26. Directors' expenses**
- 26.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at
- 26.1.1 meetings of Directors or committees of Directors,
  - 26.1.2 general meetings; or
  - 26.1.3 separate meetings of any class of members or of the holders of any debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

## **MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

- 27. Becoming a member**
- 27.1 The subscribers to the Memorandum are the first members of the Company.
- 27.2 From the Transfer Date, the Transfer Staff shall (subject to Article 27.4 and also their right to decline to become a member) be admitted as members of the Company, immediately following which all the members immediately prior to the Transfer Date shall automatically cease to be members, except where as at the Transfer Date they are already employees of the Company.
- 27.3 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 27.4 No person shall be admitted a member of the Company unless
- 27.4.1 he or she is approved by the Directors;
  - 27.4.2 he or she is at least 18 years of age, and

- 27.4.3 as from the date of the first annual general meeting, he or she has been an employee of the Company for at least one calendar year (excluding any period of probation). (For the avoidance of doubt, this provision shall not apply to any Transfer Staff or other individual who is or becomes a member pursuant to Article 27.2 )
- 27.5 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her
- 28. Termination and suspension of membership**
- 28.1 Membership is not transferable to anyone else.
- 28.2 Membership is terminated if
- 28 2 1 the member dies or ceases to exist;
- 28 2 2 the member ceases to be an employee of the Company;
- 28 2 3 otherwise in accordance with the Articles; or
- 28 3 The Directors have the power to expel a member or suspend a member's voting rights to the extent to which, and for such period as, they deem fit if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed to that effect on the grounds that the action is necessary to avoid harm or likely harm to the interests of the Company Such a resolution may not be passed unless the member in question has gone through the Company's disciplinary procedure from time to time in force and the conclusions of that procedure justify expulsion or suspension of voting rights, as applicable

## **ORGANISATION OF GENERAL MEETINGS**

### **29. Annual general meeting**

- 29 1 The Company must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit, which shall normally be timed around the annual staff conference
- 29 2 The business of the annual general meeting will normally include:
- 29 2 1 receipt of the minutes of the previous annual general meeting,
- 29 2 2 receipt and consideration of the annual accounts and Directors' report, and
- 29 2.3 appointment or re-appointment of the accountants or auditors, and the fixing of their remuneration

### **30. Other general meetings**

- 30 1 The Directors may call a general meeting at any time
- 30 2 The Directors must call a general meeting if required to do so by the members under the Companies Acts

### **31. Length of notice**

- 31.1 All general meetings must be called by either:
  - 31 1 1 at least 14 Clear Days' notice, or
  - 31 1.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members

### **32. Contents of notice**

- 32 1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted
- 32.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 32.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

### **33. Service of notice**

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company

### **34. Attendance and speaking at general meetings**

- 34.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 34 2 A person is able to exercise the right to vote at a general meeting when:
  - 34 2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 34 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 34 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it



34.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other

34.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

### **35. Quorum for general meetings**

35.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present.

35.2 Two persons entitled to vote on the business to be transacted (each being a member or a proxy for a member), or 10% of the total membership (represented in person or by proxy) (rounding up to the next whole number where this is a fraction), whichever is greater, shall be a quorum

35.3 If 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 Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

### **36. Chairing general meetings**

36.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting

36.2 If neither the Chair nor such other Director nominated in accordance with Article 36.1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting

36.3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting

### **37. Attendance and speaking by Directors and non-members**

37.1 A Director may, even if not a member, attend and speak at any general meeting.

37.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

### **38. Adjournment**

38.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- 38.1.1 the meeting consents to an adjournment; or
- 38.1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 38 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 38 3 When adjourning a general meeting, the chair of the meeting must
  - 38.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - 38 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 38 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it
  - 38 4 1 to the same persons to whom notice of the Company's general meetings is required to be given; and
  - 38 4 2 containing the same information which such notice is required to contain
- 38 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **39. Voting: general**

- 39 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 39.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures
- 39.3 Article 39 2 shall not prevent a person who is a proxy for a member from voting at a general meeting of the Company

### **40. Votes**

- 40 1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member or proxy of a member) and entitled to vote shall have a maximum of one vote
- 40.2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy shall have one vote

40.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

40.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

#### **41. Poll votes**

41.1 A poll on a resolution may be demanded

41.1.1 in advance of the general meeting where it is to be put to the vote, or

41.1.2 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

41.2 A poll may be demanded by:

41.2.1 the chair of the meeting,

41.2.2 the Directors;

41.2.3 two or more persons having the right to vote on the resolution,

41.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or

41.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

41.3 A demand for a poll may be withdrawn if

41.3.1 the poll has not yet been taken; and

41.3.2 the chair of the meeting consents to the withdrawal

41.4 Polls must be taken immediately and in such manner as the chair of the meeting directs

#### **42. Errors and disputes**

42.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

42.2 Any such objection must be referred to the chair of the meeting whose decision is final

#### **43. Content of proxy notices**

43.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

- 43 1 1 states the name and address of the member appointing the proxy,
  - 43 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 43 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 43.1.4 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
- 43 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 43.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 43 4 Unless a Proxy Notice indicates otherwise, it must be treated as
- 43.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 43 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

#### **44. Delivery of proxy notices**

- 44.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 44 2 An appointment under 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.
- 44 3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

#### **45. Amendments to resolutions**

- 45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 45.1 1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
  - 45 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

- 45 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 45.2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 45 2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 45 3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

## **WRITTEN RESOLUTIONS**

### **46. Written resolutions**

- 46 1 Subject to Article 46 3, a written resolution of the Company passed in accordance with this Article 46 shall have effect as if passed by the Company in general meeting:
- 46.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
- 46 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members  
A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 46 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 46 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 46 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts
- 46.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 46.5 1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
- 46 5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the member's signature, or if the identity of the member is confirmed in a manner agreed by the Directors, or if it is

accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement, or if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means

- 46 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it
- 46 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

## **STAFF COUNCIL**

### **47. Staff Council**

- 47.1 The Directors shall establish a Staff Council as a mechanism to encourage effective engagement with members of staff of the Company and ensure that the views of staff are taken on board. The primary function of the Staff Council shall be to assist with
- 47.1 1 Collecting opinions and suggestions from members of staff in relation to the activities and operations of the Company;
- 47 1 2 Disseminating news and executive decisions to the staff
- The Staff Council may also undertake other tasks, as required from time to time by the Directors
- 47 2 The Staff Council shall be composed of representatives from the divisions and sub-divisions of the Company and, unless otherwise determined by the Directors, must include at least one representative from each of those divisions and sub-divisions
- 47 3 The Staff Council shall appoint one of its members to be its chair. The chair shall serve until the next annual general meeting following the date of his or her appointment, following which he or she shall be eligible for reappointment, provided that either the Staff Council or the Directors may at any time remove the chair from office
- 47 4 The chair shall report to the Board of Directors on behalf of the Staff Council on a quarterly basis or as otherwise directed by the Directors (by way of example only, should any issues arise that require prompt decisions to be taken by the Directors).
- 47.5 Any advice offered to the Directors by the Staff Council shall be wholly advisory in nature and the Directors may use such advice as they deem appropriate, in their sole discretion. The Staff Council shall not have any power or authority to bind the Directors
- 47.6 Matters relating to the Staff Council (including (without limitation) the conduct of meetings, the election of representatives to sit on the Staff Council and the reporting mechanisms to enable the Staff Council to fulfil its role) shall be determined from time to time by the Directors, who may at their discretion set out such matters in rules or regulations drawn up by them, in consultation with the Staff Council.

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **48. Means of communication to be used**

48.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Company, including without limitation

48.1.1 in Hard Copy Form,

48.1.2 in Electronic Form, or

48.1.3 by making it available on a website

48.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement)

48.3 Subject to the Articles, 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 which that Director has asked to be sent or supplied with such notices or Documents for the time being.

### **49. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

### **50. Minutes**

50.1 The Directors must cause minutes to be made in books kept for the purpose

50.1.1 of all appointments of officers made by the Directors,

50.1.2 of all resolutions of the Company and of the Directors; and

50.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) 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 Director of the Company, be sufficient evidence of the proceedings

- 50.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

## **51. Records and accounts**

- 51 1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

51.1 1 annual reports,

51 1.2 annual returns, and

51.1.3 annual statements of account.

## **52. Secretary**

- 52 1 A Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If (for whatever reason) there is no Secretary.

52 1 1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and

52 1 2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors

## **53. Indemnity**

- 53 1 Subject to Article 53.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

53 1 1 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 an associated company;

53 1 2 any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and

53.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.



53.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

53.3 In this Article:

53.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

53.3.2 a “relevant Director” means any Director or former Director of the Company or an associated company.

#### **54. Insurance**

54.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss

54.2 In this Article

54.2.1 a “relevant Director” means any Director or former Director of the Company or an associated company,

54.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

54.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

#### **55. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## **SCHEDULE**

### **INTERPRETATION**

#### **Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings.

<b>Term</b>	<b>Meaning</b>
<b>1.1 “Address”</b>	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
<b>1.2 “Articles”</b>	the Company’s articles of association,
<b>1.3 “asset-locked body”</b>	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
<b>1.4 “bankruptcy”</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>1.5 “Chair”</b>	has the meaning given in Article 10;
<b>1.6 “chairman of the meeting”</b>	has the meaning given in Article 36;
<b>1.7 “Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts,
<b>1.8 “Clear Days”</b>	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,
<b>1.9 “community”</b>	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit Investigations and Community Enterprise) Act 2004;
<b>1.10 “Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,
<b>1.11 “Company”</b>	Realise Futures C.I.C.;

<b>1.12 “Conflict of Interest”</b>	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company,
<b>1.13 “Council Director”</b>	the Director appointed from time to time by Suffolk County Council on written notice from an authorised representative,
<b>1.14 “Director”</b>	a director of the Company, and includes any person occupying the position of director, by whatever name called,
<b>1.15 “Document”</b>	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form,
<b>1.16 “Electronic Form” and “Electronic Means”</b>	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
<b>1.17 “Hard Copy Form”</b>	has the meaning given to it in the Companies Act 2006,
<b>1.18 “Initial Period”</b>	the period of time from incorporation of the Company until (but not including) the Transfer Date;
<b>1.19 “Management Team”</b>	means the chief executive and senior departmental managers in addition to the senior finance officer;
<b>1.20 “Management Team Director”</b>	the Director, who may not be the chief executive of the Company, appointed from time to time by majority decision of the Management Team,
<b>1.21 “Memorandum”</b>	the Company’s memorandum of association,
<b>1.22 “paid”</b>	means paid or credited as paid;
<b>1.23 “participate”</b>	in relation to a Directors’ meeting, has the meaning given in Article 15,
<b>1.24 “Permitted Industrial and Provident Society”</b>	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
<b>1.25 “Proxy Notice”</b>	has the meaning given in Article 43;

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|------|-------------------------|---|
| 1.26 | <b>“the Regulator”</b>  | means the Regulator of Community Interest Companies,  |
| 1.27 | <b>“Secretary”</b>      | the secretary of the Company,   |
| 1.28 | <b>“specified”</b>      | means specified in the memorandum and articles of association of the Company for the purposes of this paragraph,  |
| 1.29 | <b>“Staff Council”</b>  | the council of members of staff of the Company established under Article 47, to assist the Directors ensure a healthy engagement with staff;  |
| 1.30 | <b>“subsidiary”</b>     | has the meaning given in section 1159 of the Companies Act 2006,  |
| 1.31 | <b>“transfer”</b>       | includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property, and   |
| 1.32 | <b>“Transfer Date”</b>  | the date on which the operations and staff of that part of Suffolk County Council known as the Employment, Enterprise, Advice and Guidance and the Community Learning and Skills Development Team transfers into the Company; |
| 1.33 | <b>“Transfer Staff”</b> | the employees of Suffolk County Council who transfer to the Company on the Transfer Date;   |
| 1.34 | <b>“Writing”</b>        | 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.                                |
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2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
  
  3. Unless the context otherwise requires, 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 the Articles become binding on the Company