

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE, HAVING A CHARITABLE STATUS
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF WESSEX COMMUNITY ACTION

1 The name of the Company (hereinafter called "the Company") is:

WESSEX COMMUNITY ACTION

2 The registered office of the Company will be situated in England.

3 The objects for which the Company is established are:

3.1 The company is established for charitable purposes only.

3.2 In particular the company is established:

3.2.1 To promote any charitable purposes for the benefit of the community in the administrative area covered by Wiltshire Council and the Borough of Swindon and its neighbourhood Bristol and counties of Gloucestershire, Somerset, Dorset and any successor bodies thereto hereinafter called "the area of benefit", and in particular the advancement of education, the furtherance of health and the relief of poverty, distress and sickness.

3.2.2 To promote and organise cooperation in the achievement of the above purposes and to that end to bring together representatives of the statutory authorities and voluntary organisations engaged in the furtherance of the above purposes within the area of benefit.

4 In furtherance of the above purpose the company may:

4.1 Establish and support or aid in the establishment and support of any charitable organisations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its purposes.

4.2 Raise funds, borrow money and invite and receive contributions and payments from any persons whatsoever by way of subscription, donations or legacies, grants-in-aid from statutory authorities, loans and any other sources PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for its primary charitable purposes.

4.3 Collect and disseminate information on all matters affecting the purposes of the Company and establish, print, publish, issue and circulate such papers, journals, magazines, books, periodicals

and publications as shall be necessary to attain the said purposes or are in any way beneficial to the work of the Company.

- 4.5 Provide or assist in the provision of exhibitions, meetings, lectures and classes.
- 4.6 Promote, encourage and undertake experimental work.
- 4.7 Do all such other lawful things as shall further the purposes of the Company.
- 4.8 Employ and pay any person or persons to supervise, organize, carry on the work of, and advise the Company provided that no member of the Board of Directors shall be employed by the Company.
- 4.9 Insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit; provided that any such insurance or indemnity shall not extend to any claim arising from fraud, wrong doing or wilful neglect or default on the part of the members of the Board of Directors.
- 4.10 Pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the company, not being members of its Board of Directors, or their dependants.

Provided that:

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

- 5 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other income. Provided that nothing herein shall prevent any payment in good faith by the Company:
- a) of reasonable and proper remuneration to any member, officer of the Company (not being a member of its Board of Directors).
 - b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2 per cent less than the Bank of England minimum lending rate prescribed or 3 per cent whichever is the greater;
 - c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors; and of fees, remuneration or other benefit in money or monies worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that Company; and
 - e) to any member of its Board of Directors of reasonable and proper out-of-pocket expenses.
 - f) of any premium in respect of any insurance or indemnity to cover the liability of the members of the Board of Directors , or governing body (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty, or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity shall not extend to any claim arising from fraud, wrong doing or wilful neglect or default on the part of the members of the Board of Directors.
- 6 The liability of the members is limited.
- 7 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound sterling.
- 8 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions within the area of benefit having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of this

memorandum hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE, HAVING A CHARITABLE STATUS AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WESSEX COMMUNITY ACTION

INTERPRETATION

1 In these Articles:

“the Acts” means the Companies Act 1985 or the Companies Act 1989 including any statutory modifications or reenactment thereof for the time being in force

‘Affiliated Member’ means representatives of statutory bodies and individuals.

“the Board” means the Board of Directors of the Company hereinafter referred to as the Board.

‘Member’ means an organisation which is a full member of the Company hereafter referred to as the Member.

‘Board Member’ means either a Member or any person representing an Affiliated Member who is elected or co-opted to the Board.

“the seal” means the common seal of the Company.

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

“the United Kingdom” means Great Britain and Northern Ireland.

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

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Acts or any statutory modification thereof in force at the date at which these Articles become binding on the company.

OBJECTS

2 The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

- 3 The subscribers to the Memorandum of Association and such other non-profit making organisations as the Board shall admit to the membership shall be Members of the Company.
- 4 An application for membership shall be in writing on a consent form and may be approved or rejected by the Board within its absolute discretion. The Board shall have the right for good and sufficient reason to terminate the membership of any Member PROVIDED THAT the Member concerned shall have the right to be heard before a final decision is made. Board members, as per Section 46 of the Charities Act 1960, are also charity trustees.
- 5 Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 57 the Board members may in their absolute discretion permit any Member of the company to resign provided that after such resignation the number of Members is not less than 10.

GENERAL MEETINGS

- 6 The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that the company holds its first Annual General Meeting within fifteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 7 The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default thereof, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the historical county of Wiltshire sufficient members of the Board to form a quorum, any member of the Board or the Chair, or ten Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 8 An Annual General Meeting and any Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Board meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business. The notice shall be given in manner hereinafter mentioned or in other such manner, if any, as may be prescribed by the

Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- a) in the case of the Annual General Meeting or Extraordinary General Meeting, by all the Members entitled to attend and vote; and
 - b) in the case of a Board meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
- 9 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 10 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; one-fifth of the membership shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of ten or more Members, shall be dissolved; in any other case it shall be adjourned to such other day and such other time and place as the Board may determine.
- 11 a) At each Annual General Meeting the Members shall elect a President and such other honorary officers as the Board may from time to time decide.
- b) The President and other honorary officers shall hold office until the conclusion of the Annual General Meeting next after their election but shall be eligible for re-election.
- 12 The President of the Company shall chair every General Meeting of the Company. If they are unavailable or if they shall not be present within fifteen minutes after the time appointed for the holding of the meeting or are unwilling to act, the Board members present shall elect one of their number to chair the meeting.
- 13 If at any meeting there is not a Board member willing to act as the Chair, or if no Board member is present fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 14 The Chairperson (the "Chair") may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at

any adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjournment meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

- a) by the Chair; or
- b) by at least ten Members present and having the right to vote at the meeting;

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

The demand for a poll may be withdrawn.

16 In case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a second or casting vote.

17 A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such a manner as the Chair of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS

18 Every Member shall have one vote. Affiliated members are non-voting.

19 No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

20 Any Organisation which is a Member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the powers of the organisation which he represents in relation to the business being transacted at the meeting.

ANNUAL GENERAL MEETING

- 21 The Business to be transacted at the Annual General Meeting of the Company shall be in accordance with the provisions of the Acts and shall include:
- 21.1 Consideration and, if thought fit, the approval of the Accounts of the Company for the most recent financial year of the Company and the report of the Auditors
 - 21.2 Consideration of the Report of the Board of Directors
 - 21.3 Election of Directors of the Board
 - 21.4 Nomination of Auditors

BOARD OF DIRECTORS

- 22 The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Acts or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 23 The maximum number of Board Members shall be determined by the Company in Annual General Meeting, but unless and until so fixed there shall be no maximum number. The minimum number of Board Members shall be five. Board Members shall be those elected annually at the Annual General Meeting.
- 24 Board Members shall be paid all reasonable and proper out of pocket expenses properly incurred by them in attending and returning from Board meetings or General Meetings of the Company or in connection with the business of the Company.

BOARD OF DIRECTORS BORROWING POWERS

- 25 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 26 All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine, given that all cheques over the sum of £500 should be signed by two members of the Board or people nominated by the Board.
- 27 The Board shall cause minutes to be made:

- a) of all appointments of officers made by the Board.
- b) of the names of the Board Members present at each Board Meeting.
- c) Of all resolutions and proceedings at all meetings of the Company, and of the Board.

ELECTION OF THE BOARD OF DIRECTORS

- 28 At the first and every subsequent Annual General Meeting of the Company one-third, or if this is not a whole number, the nearest whole number to one-third, of all the Board Members of the Company shall retire from office by rotation; the members so to retire being those who have been longest in office since their last appointment. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- 29 A retiring Board Member, shall be eligible for re-election.
- 30 The Company at the meeting at which a Board Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Board Member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 31 Before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected
- 32 The Company may from time to time by ordinary resolution increase or reduce the number of Board Members.
- 33 The Board shall have power at any time to co-opt any person representing a Member to be a Board Member, either to fill a casual vacancy or as an addition to the existing members. Board Members so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-appointment.
- 34 The Board shall have the power at any time to co-opt an Affiliated Member or a person representing an Affiliated Member to be a non voting Board Member. Board Members so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-appointment.
- 35 The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Companies Act 1985, remove any Board Member before the expiration of his period of office. The Company may by

ordinary resolution appoint another person in place of a Board Member removed under this Article.

DISQUALIFICATION OF BOARD OF DIRECTORS MEMBERS

- 36 The office of a Board Member shall be vacated if the member:
- a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or,
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or,
 - d) resigns his office by written notice to the Company; or,
 - e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Companies Act 1985.
 - f) becomes prohibited from being a Board Member by reason of any order made under the Acts, or any other statute for the time being in force.
 - g) Is absent without the permission of the Board and without acceptable reason from three consecutive meetings of its meetings whether of the Board or of relevant Sub-Committees of the Board.
- 37 A Board Member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does vote that vote shall not be counted.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 38 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. The Chair, or any seven Board Members may, and the secretary on the request of such Members shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Board Member who is for the time being absent from the United Kingdom. Board Members, as per Section 46 of the Charities Act 1960, are also Charity Trustees.
- 39 The quorum necessary for the transaction of the business of the Board shall be at least one quarter of the membership of the Board but not less than five.
- 40 The Board shall elect a Chair and Vice-Chair to hold office for one year and they shall serve a maximum of three consecutive years. If no such Chair or Vice-Chair is elected, however, or if at any meeting the Chair or Vice-Chair is not

present within five minutes of the time appointed for holding the meeting, the Board Members present may choose one of their number to chair the meeting.

- 41 The Board may delegate any of their powers to sub-committees of the Board consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable. No sub-committee shall expend any funds except within a budget previously agreed by the Board.
- 42 A sub-committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 43 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.
- 44 All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board Member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as foresaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be such a Board Member.
- 45 A resolution in writing, signed by all the Board Members entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one or more Board members.

SECRETARY

- 46 Subject to the provisions of the Acts, the secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it: Provided always that no Board Member may occupy the salaried position of secretary.

THE SEAL

- 47 The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a sub-committee authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board Member and shall be countersigned by the secretary or by a second Board Member or by some other person appointed by the Board for the purpose.

ACCOUNTS

- 48 The Board shall cause accounting records to be kept in accordance with the provisions of the Acts and the requirements of the Charities Acts.
- 49 The accounting records shall be kept at the registered office of the Company or, subject to Section 227 of the Companies Act 1985 at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
- 50 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Board Members, and no Member (not being a Board member) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 51 The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company at the Annual General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections in the Act.
- 52 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company at the Annual General Meeting, together with a copy of the auditors' report and the Board's report, be sent to every person entitled to receive notice of General Meetings. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

ANNUAL REPORTS

- 53 The Board shall comply with all the requirements of the Act and of the Charities Act 1993 and any successor legislation with regard to the preparation and submission of an annual report.

ANNUAL RETURNS

- 54 The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns

NOTICES

- 55 A notice may be given by the Company to any Member either personally or by sending it by post to him/her or to his/her registered address, or (if he/she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice for him/her. Proof that an envelope containing a notice was properly addressed,

prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is provided, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

- 56 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
 - b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his bankruptcy would be entitled to receive notice of the meeting;
 - c) the auditor for the time being of the Company; and
 - d) each Board Member.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

- 57 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

- 58 a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- i) The admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.
 - ii) The conduct of Members of the Company in relation to one another, and to the Company's employees.
 - iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

- iv) The procedure at General Meetings and meetings of the Board and the sub-committees in so far as such procedure is not regulated by these Articles.
 - v) And, generally, all such matters are as commonly the subject matter of Company rules.
- c) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Board shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

Revised December 2006