

THE COMPANIES ACT 2006

# WALLSEND PEOPLE'S CENTRE

A Company Limited by Guarantee  
Company No. 2748348

## SPECIAL RESOLUTIONS

THURSDAY



A20 \*ANJ4ZTAM\* 139  
14/04/2011  
COMPANIES HOUSE

MADE ON 3<sup>RD</sup> MARCH ..... 2011

I declare that the following are true copies of three Special Resolutions duly passed by the above-named company in accordance with the Companies Acts.

### RESOLUTION 1

IT IS RESOLVED THAT:

The name of the company is changed to WALLSEND HALL ENTERPRISES LTD

### RESOLUTION 2

IT IS RESOLVED THAT:

The company's object clause is amended to read as follows—

"The Company is established to support Wallsend Memorial Hall & People's Centre, registered charity number 1140467 "

### RESOLUTION 3

IT IS RESOLVED THAT:

The Memorandum and Articles of Association of the Company are deleted in their entirety and the attached Articles of Association marked @@ substituted in their place

Name: PETER LATAM

Signature P. Latam

Capacity: Director / Secretary\*

Date: 3/3/11

\*Delete as appropriate

@@

## PART 1 OBJECTS AND POWERS

### 1. OBJECTS

The Company is established to support Wallsend Memorial Hall & People's Centre, registered charity number 1140467

### 2. POWERS

The Company has the power to do anything which is incidental or conducive to the furtherance of its objects, including—

- i To carry on any manner of trade or business calculated to further the Company's objects,
- i. To borrow or raise or secure the payment of any money for the purposes of the Company and to mortgage or charge any part of the Company's property as security for borrowed money,
- ii To seek and apply for funds, and to receive donations, endowments, sponsorship fees, subscriptions and legacies;
- iii To enter into any contract with Wallsend Memorial Hall & People's Centre which is considered beneficial to the Company, provided that any such contract (other than one entered into in the ordinary course of the Company's business) shall be committed to writing

## PART 2 MEMBERSHIP

### 3. MEMBER

The company is a *single member company* further to sections 38 and 123 of the Companies Act 2006 The sole member of the company shall be **Wallsend Memorial Hall & People's Centre**, registered charity number 1140467 and registered company number 07498784 (referred to in this document as "the sole member")

## PART 3 LIMITATION OF LIABILITY

### 4. LIMITED LIABILITY

- (1) The liability of the sole member is limited
- (2) The sole member guarantees to pay up to one pound (£1) towards the costs of dissolution and the debts and liabilities of the Company

## PART 4 DIRECTORS

### 5. BOARD OF DIRECTORS

- (1) The Company shall have a Board of Directors comprising not less than two persons aged 16 years or over, appointed by the sole member
- (2) The office of a director shall be immediately vacated if—
  - i that person is removed or replaced by the sole member,
  - ii that person resigns in writing,
  - iii a bankruptcy order is made against that person,
  - iv a composition is made with that person's creditors generally in satisfaction of that person's debts, or
  - v she or he is disqualified by law from acting as a company director

### 6. 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

### 7. DIRECTORS' REMUNERATION

- (1) Directors may be paid all reasonable fees or wages for any service actually rendered to the Company if requested so to act by the directors *provided that*, if a director is also a trustee of the charity Wallsend Memorial Hall & People's Centre, then the Charity Commission's rules regarding the remuneration of trustees must be observed
- (2) Subject to the articles, a director's remuneration may—
  - take any form, and
  - 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
- (3) 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

### 8. DIRECTORS' EXPENSES

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- i meetings of directors or committees of directors,
- ii general meetings, or
- iii otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

### 9. LIMITS ON DIRECTORS' FUNCTIONS

The sole member may instruct the directors to take, or refrain from taking, a specified action provided that no such resolution shall invalidate anything which the directors have done before the instruction was given

## **10. DIRECTORS MAY DELEGATE**

- (1) Subject to the articles, the directors may delegate any of their functions to any person they think fit
- (2) Any delegation under paragraph (1) may authorise further delegation of the directors' functions by any person to whom they are delegated

## **11. COMMITTEES OF DIRECTORS**

- (1) Two or more Directors are a "committee" if the directors have—
  - i delegated any of the directors' functions to them, and
  - ii indicated that they should act together in relation to that function
- (2) The provisions of the articles about how the directors take decisions shall apply, as far as possible, to the taking of decisions by committees

## **12. DIRECTORS TO TAKE DECISIONS COLLECTIVELY**

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with the following article

## **13. UNANIMOUS DECISIONS**

- (1) A decision of the directors is taken in accordance with this article when all directors indicate to each other by any means that they share a common view on a matter
- (2) Such a decision may 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

## **14. CALLING A DIRECTORS' MEETING**

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors
- (2) Notice of any directors' meeting must indicate—
  - i its proposed date and time,
  - ii where it is to take place, and
  - iii 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
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing

## **15. PARTICIPATION IN DIRECTORS' MEETINGS**

- (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
  - i. the meeting has been called and takes place in accordance with the articles, and
  - ii they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (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

- (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**

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors or of the sole member, but it must never be less than two and – unless otherwise fixed – it is two
- (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 to request the sole member to appoint further directors.

#### **17. CHAIRING OF DIRECTORS' MEETINGS**

- (1) The directors may appoint a director to chair their meetings and the person so appointed for the time being is known as the chairperson
- (2) The directors may terminate the chairperson's appointment at any time
- (3) If the chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

#### **18. VOTING**

Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall not have a second or casting vote and the issue shall be remitted to the sole member for resolution

#### **19. CONFLICTS OF INTEREST**

- (1) Directors must avoid situations in which they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. This applies in particular to the exploitation of any property, information or opportunity
- (2) A director shall declare an interest in and shall not vote in respect of any contract in which she or he has a personal financial or material interest, either directly or indirectly
- (3) Nothing concerning the relationship between the Company and the sole member shall give rise to any conflict of interest, even though a director may be an employee or trustee of the sole member
- (4) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in this memorandum or articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply—
  - i the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
  - ii the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting;
  - iii the unconflicted directors consider it to be in the interests of the Company to authorise the conflict of interest in the circumstances applying.

PART 5  
DECISIONS OF THE SOLE MEMBER

**20. WRITTEN RESOLUTIONS**

- (1) Any decision that could be made at a general meeting of the Company may be made by written resolution. A proposed written resolution shall be sent to the sole member for approval or rejection.
- (2) The document indicating the sole member's approval of a written resolution may be sent to the Company in hard copy form or in electronic form.
- (3) A written resolution is passed as soon as the sole member has signified agreement to it.
- (4) A written resolution lapses if approval has not been received 28 days after the day on which the resolution was sent to the sole member.

**21. GENERAL MEETINGS**

- (1) A general meeting may be called by the directors or by the sole member at any time.
- (2) At least 14 days' notice of a general meeting shall be given to the sole member, to the directors, to the auditor (if any), and to any other persons who are entitled to receive notice.
- (3) At any general meeting the sole member may be represented by any such person or persons as it may select. Any decisions taken at a general meeting shall be committed to writing and copies shall be supplied as soon as is practicable to all directors for the time being.
- (4) Directors shall receive notice of and may attend general meetings of the Company, but shall not have voting rights unless acting as a duly appointed representative of the sole member.
- (5) The quorum for a general meeting shall be one, being the sole member as represented by such persons as may have been appointed for this purpose.
- (6) At every general meeting the chairperson of the Company shall preside but, in the event of his or her absence ten minutes after the time set for the commencement of the meeting, the representative(s) of the sole member shall appoint someone present to chair that meeting.

PART 6  
ADMINISTRATIVE ARRANGEMENTS

**22. ACCOUNTS AND REPORTS**

- (1) The directors shall comply with the requirements of the Companies Acts and any other applicable law as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.
- (2) Copies of accounts and reports shall be supplied to the sole member as required by the Companies Acts.
- (3) The Company's statutory books and accounting records shall be open to inspection by the sole member's representatives during usual business hours.

## **23. MEANS OF COMMUNICATION**

Anything that needs to be sent by or to the Company under the articles may be sent or delivered—

- I in person,
- II by sending it by post to the recipient 's registered address, or by leaving it at that address,
- III by fax or in electronic form to an address provided for that purpose, or
- IV by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person

## **24. MINUTES**

(1) The directors must keep minutes of all—

- I. appointments of officers made by the directors,
- II written resolutions of the company,
- III proceedings at any general meetings of the Company,
- IV meetings of the directors and committees of directors including
  - the names of the directors present at the meeting;
  - the decisions made at the meetings, and
  - where appropriate, the reasons for the decisions

(2) Minutes of meetings shall be kept for a minimum of 10 years

## **25. INDEMNITY**

(1) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against—

- I 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,
- II 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),
- III any other liability incurred by that director as an officer of the Company or an associated company

(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

(3) In this article—

- I companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- II a "relevant director" means any director or former director of the Company or an associated company

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PART 7  
DEFINITIONS AND INTERPRETATION

**26. DEFINITIONS**

In these articles the following terms shall have the following meanings

<b>Term</b>	<b>Meaning</b>
"the Companies Acts"	the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company
"address"	in relation to electronic communications, includes any number or address used for the purposes of such communications
"articles"	the Company's Articles of Association
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy
"Company"	The Company to which these articles apply
"director"	a director of the Company, including any person occupying the position of director, by whatever name called
"document"	includes any document sent or supplied in hard copy form or electronic form
"electronic form"	the meaning given in section 1168 of the Companies Act 2006
"hard copy form"	the meaning given in section 1168 of the Companies Act 2006,
"in writing"	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
"ordinary resolution"	the meaning given in section 282 of the Companies Act 2006
"subsidiary"	the meaning given in section 1159 of the Companies Act 2006

**27. INTERPRETATION**

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 these articles become binding on the company





**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2748348

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**WALLSEND PEOPLE'S CENTRE**

a company incorporated as private limited by guarantee; having its  
registered office situated in England/Wales; has changed its name to:

**WALLSEND HALL ENTERPRISES LTD**

Given at Companies House on **15th April 2011**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES