

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
COMPANY NUMBER: 2990155

MEMORANDUM
AND ARTICLES
OF ASSOCIATION

SUSTAINABILITY NORTH WEST

INCORPORATED 14 NOVEMBER 1994



THE COMPANIES ACTS 1985 - 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

SUSTAINABILITY NORTH WEST

1. The name of the Company is **Sustainability North West** (hereinafter called "the Charity").
2. The Registered Office of the Charity will be situate in England and Wales.
3. (A) The Charity is established for the public benefit in the area comprising the counties of Cheshire, Merseyside, Greater Manchester, Lancashire, Cumbria and adjacent parts of Derbyshire, West Yorkshire and South Yorkshire (hereinafter referred to as "the area of benefit") with the following objects:-
 - (i) To promote the conservation, enhancement and improvement of the environment and in particular to encourage and foster understanding and awareness of the importance of sustainable development including the need to improve economic, social and environmental performance throughout the area of benefit, now and for generations to come.
 - (ii) To promote high standards of planning and architecture in or affecting the area of benefit.
 - (iii) To educate the public in the geography, history, natural history and architecture in the area of benefit.
 - (iv) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.

In furtherance of the above objects but not further or otherwise the Charity shall have the following powers:-

 - (B) To commission, undertake, promote and fund research, enquiries or reports or support the publication of the results of any such research as the Directors see fit in order to achieve the above objects.
 - (C) To promote civic pride in the area of benefit.

- (D) To educate public opinion and to give advice and information and to publish and distribute books or pamphlets or in any other appropriate manner to make information known to the public.
- (E) To promote or assist in promoting activities of a charitable nature *throughout the area of benefit*.
- (F) To buy or otherwise acquire buildings or land or any estate or interest therein.
- (G) To sell lease exchange mortgage or otherwise dispose of buildings or land or any estate or interest therein.
- (H) To repair, renovate, restore, rebuild and generally to maintain and develop any buildings or land.
- (I) To buy or otherwise acquire furniture and other equipment for use in connection with any buildings or land; and to sell lease or otherwise dispose of any such furniture or equipment.
- (J) To make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge).
- (K) To raise funds by subscriptions donations grants loans or otherwise for the purposes of the Charity; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions; to carry out any condition imposed on any gift which may be accepted.
- (L) To constitute special charitable trusts for any particular purposes of the Charity; to act as trustees of any such special trust whether constituted by the Charity or otherwise.
- (M) To enter into and carry out contracts.
- (N) To employ and remunerate staff (not being Members or Directors); to employ and remunerate agents; and to make all reasonable and necessary provisions for the payment of pensions or superannuation to or on behalf of employees and their widows and other dependants.
- (O) To borrow money for the purposes of the Charity on such terms and on such security (if any) as may be thought fit.
- (P) To invest the moneys of the Charity not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned.
- (Q) To make planning applications and applications for consent under bylaws or building regulations and other like applications.

- (R) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects.
- (S) To act as a co-ordinating body and to co-operate with local authorities and planning committees and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Charity.
- (T) To make representations at public inquiries or in such other ways as shall from time to time appear necessary and take such other lawful action as shall be calculated to promote the aforesaid objects.
- (U) To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- (V) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
- (W) To establish subsidiary companies to assist or act as agents for the Charity.
- (X) Generally to do all lawful things necessary or incidental to the attainment of the Charity's objects or any of them.

Provided that:-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- (iii) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors or Governing Body of the Charity 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 as such Directors or Governing Body have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Directors or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

- 4. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in this 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 Charity and no Director shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing herein shall prevent any payment in good faith by the Charity:-

- (a) of reasonable and proper payment to any director or member who possesses specialist skills or knowledge needed by the company for its proper administration for work of that nature done by him or by his firm, when instructed by the company to act on its behalf. Provided that:

- i. at no time shall a majority of the directors or members benefit under this provision; and
- ii. a director shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her firm is being discussed;

- (b) of interest on money lent by any Member of the Charity or any Director at a reasonable and proper rate per annum;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Charity or any Director;

- (d) of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such instance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company. Provided that where such insurance is purchased out of charitable funds, the insurers shall not be liable for loss arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not.
- (e) of fees, remuneration or other benefit in money or money's worth to a company of which a Director may be a member holding not more than one hundredth part of the capital of that company; and
- (f) to any Director of reasonable and proper out-of-pocket expenses.

- 5. The liability of the Members is limited.
- 6. Every Member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Charity 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 (£1.00).
- 7. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred subject to the approval of the Charity Commissioners to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Charity at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some other charitable object.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into the Charity in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

- | | | | |
|----|---|----|---|
| 1. | Mr Bob Carter
6 Victoria Close
Boothstown
Worsley
Manchester
M28 1HG | 4. | Mr William Foster
The Old Vicarage
Church Lane
Lydiate
Liverpool
L31 4HL |
| 2. | Mr John Crothers
9 St James' Close
Thornham
Rochdale
OL16 4SJ | 5. | Mr Ken Martin
14 Poplar Road
Oxton
Birkenhead
Liverpool
L43 5XD |
| 3. | Mr David Fletcher
"Netherclough"
Cragg Vale
Hebden Bridge
West Yorkshire
HX7 5RX | 6. | Mr Terry Thomas
Bollin Bank
51 Willowmead Park
Prestbury
Cheshire
SK10 4DD |

DATED the 31st day of October 1994

WITNESS TO THE ABOVE Signatures:-

Mrs Pauline Roscoe
Regional Manager
Environmental Institute
Greaves School
Bolton Road
Swinton
Manchester M27 2UX

COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF
SUSTAINABILITY NORTH WEST**

1. MEMBERSHIP

- 1.1 The number of members with which the Charity is registered is unlimited.
- 1.2 The Charity must maintain a register of members.
- 1.3 Membership of the Charity is open to any individual or organisation interested in promoting the objects of the Charity who
 - 1.3.1 applies to the Charity in the form required by the Directors;
 - 1.3.2 is approved by the Directors; and
 - 1.3.3 consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative;provided that any person appointed as a Director shall be deemed to have been admitted as a member of the Charity forthwith upon appointment.
- 1.4 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.5 Membership is terminated if the member concerned:-
 - 1.5.1 gives written notice of resignation to the Charity;
 - 1.5.2 dies or (in the case of an organisation) ceases to exist;
 - 1.5.3 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice); or
 - 1.5.4 is also a Director and ceases for any reason to be a Director.
- 1.6 Membership of the Charity is not transferable.

2. GENERAL MEETINGS

- 2.1 The Charity must hold an AGM in every year which all members are entitled to attend. Any general meeting which is not an AGM is an EGM.
- 2.2 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days written notice specifying the business to be discussed but may be called by shorter notice if it is so agreed:-
- (a) in the case of an AGM, by all members entitled to attend and vote; and
 - (b) in the case of an EGM, by at least 95% of the members entitled to attend and vote.
- 2.3 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least three (or 20% of the members if greater). If a quorum is not present within half an hour from the time appointed for a general meeting, or if during a general meeting a quorum ceases to be present, the general meeting shall be 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 such adjourned general meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall be a quorum.
- 2.4 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.5 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast and shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be duly demanded:-
- (a) by the chair of the meeting; or
 - (b) by a least three members present in person or by proxy.
- A demand for a poll may be withdrawn and shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.
- 2.6 Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been carried or has been carried by a particular majority, or has been lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution,

- 2.7 A poll shall be taken as the chair of the meeting directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 2.8 In the case of an equality of votes, whether on a show of hands or on a poll, the person chairing the meeting shall be entitled to a second or casting vote. Subject thereto, every member present in person (or by proxy in the case of a poll) or through an authorised representative has one vote on each issue.
- 2.9 A member may appoint a proxy by an instrument in writing under the hand of the member, or, if the member is a corporation, under the hand of a duly authorised representative. A proxy need not be a member and shall have the same right to speak as the appointing member and shall have authority to join in demanding a poll.
- 2.10 The instrument appointing a proxy shall be deposited at the Registered Office or at such place within England or Wales as is specified for that purpose in the notice convening the relevant general meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.
- 2.11 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

***"FORM OF PROXY
SUSTAINABILITY NORTH WEST***

*I,
of
being a member of the above named Charity hereby appoint
of
or failing him
of
or failing him
of
as my proxy to vote for me on my behalf at the Annual (or Extraordinary or
Adjourned) General Meeting of the Charity to be held on*

Signature of Appointing Member"

- 2.12 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.13 At an AGM the members:-
- 2.13.1 receive the accounts of the Charity of the previous financial year;

- 2.13.2 receive the Directors' report on the Charity's activities since the previous AGM;
 - 2.13.3 accept the retirement of those Directors who wish to retire or who are retiring by rotation;
 - 2.13.4 elect persons to be Directors to fill the vacancies arising
 - 2.13.5 appoint auditors for the Charity
 - and
 - 2.13.6 discuss and determine any issues of policy or deal with any other business put before them.
- 2.14 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least 10% of the members.

3. THE DIRECTORS

- 3.1 The Directors as charity trustees have control of the Charity and its property and funds.
- 3.2 The Directors when complete consist of a least three and not more than twenty individuals.
- 3.3 One third (or the number nearest one third) of the Directors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. Where a retiring Director has been a Director for the previous six years (ignoring for this purpose any period prior to the date on which this Article has been adopted) then he or she shall not be eligible for re-election under Article 2.13.4 or for appointment under Article 3.5 until the date of the next AGM.
- 3.4 A Director's term of office automatically terminates if he or she:-
- 3.4.1 is disqualified under the Charities Act 1993 from acting as a charity trustee or becomes prohibited from holding such office by reason of any order made under any other legislation including the Company Directors Disqualification Act 1986;
 - 3.4.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.4.3 ceases to be a member;
 - 3.4.4 resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
 - 3.4.5 is removed by a resolution passed by at least three quarters of the remaining Directors present at a meeting of the Directors either on the ground that he or she has been absent for four consecutive meetings

of the Directors or on the ground that in their reasonable opinion the Director's continued appointment as a Director is for any reason not in the best interests of the Charity, but in the latter case only after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.

- 3.5 The Directors may at any time appoint any person to fill a vacancy in their number or as an additional Director.
- 3.6 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

4. PROCEEDINGS OF DIRECTORS

- 4.1 A quorum at a meeting of the Directors is three Directors (or 20% of the Directors if greater).
- 4.2 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 4.3 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.
- 4.4 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.5 Except for the Chairperson of the meeting, who has a second or casting vote, every Director has one vote on each issue.
- 4.6 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Charity:-

- 5.1 to appoint (and remove) any person (who may be a Director) to act as Secretary to the Charity in accordance with the Act;
- 5.2 to appoint (if they so determine) a Chairperson, Treasurer and other honorary officers from among their number;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but all of the voting members of every committee must be Directors and all proceedings of committees must be reported promptly to the Directors);

- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings;
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any);
- 5.7 to establish procedures to assist the resolution of disputes within the Charity; and
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Directors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:-
 - 6.1.1 annual reports;
 - 6.1.2 annual returns; and
 - 6.1.3 annual statements of account.
- 6.2 The Directors must keep proper records of:-
 - 6.2.1 all proceedings at general meetings;
 - 6.2.2 all proceedings at meetings of the Directors;
 - 6.2.3 all reports of committees; and
 - 6.2.4 all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Director or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

7. HONORARY OFFICERS AND SUPPORTERS

- 7.1 The Directors may confer on any person or persons (with his, her or their consent) the honorary title of Patron, President or Vice-President of the Charity and shall determine the functions of such officers (if any).
- 7.2 The Directors may provide for the admission of persons to be friends, associates or supporters (or such other categories as the Directors think fit) and shall determine the rights, obligations and liabilities (if any) of such persons but so that such persons shall not by virtue of being friends, associates or supporters also be members of the Charity and their rights (if any) shall not include a right to speak or vote at any general meeting of the Charity.

8. NOTICES

- 8.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (whether applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity.
- 8.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:-
- 8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 8.3.2 two clear days after being sent by first class post to that address;
 - 8.3.3 three clear days after being sent by second class or overseas post to that address;
 - 8.3.4 on the date of publication of a newspaper containing the notice;
 - 8.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or if earlier
 - 8.3.6 as soon as the member acknowledges actual receipt.
- 8.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

9. SEAL

If the Charity shall adopt a seal, then it shall only be used by the authority of the Directors (or of a committee of Directors authorised by the Directors) and in the presence of any two Directors or of a Director and of the Secretary, who shall sign every instrument to which the seal shall be so affixed in their presence.

10. DISSOLUTION

The provisions of the Memorandum relating to winding up or dissolution of the Charity take effect as though repeated here.

11. INTERPRETATION

In the Memorandum and in these Articles:-

11.1 The following terms shall have the following meanings:-

"The Act"	means the Companies Act 1985;
"AGM"	means an annual general meeting of the Charity;
"these Articles"	means these articles of association;
"authorised representative"	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;
"Chairperson"	means the Chairperson of the Directors;
"the Charity"	means the company governed by these Articles;
"charity trustee"	has the meaning prescribed by section 97(1) of the Charities Act 1993;
"clear day"	means 24 hours from midnight following the relevant event;
"the Commission"	means the Charity Commissioners for England and Wales
"Director"	means a director of the Charity and "Directors" means all of the directors;
"EGM"	means an extraordinary general meeting of the Charity;
"member" and "membership"	refer to membership of the Charity;
"Memorandum"	means the Charity's Memorandum of Association;
"month"	means calendar month;

"Secretary"	means the Secretary of the Charity (or any Secretary of the Charity if more than one);
"written" or "in writing"	refers to a legible document on paper including a fax message;
"year"	means calendar year;

11.2 Expressions defined in the Act have the same meaning; and

11.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.