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THE COMPANIES ACT 1985  
MEMORANDUM OF ASSOCIATION  
of  
ACTES TRUST

(amended by special resolution passed on 10 September 2007)

Name

1. The name of the Company ("Company") is ACTES TRUST

Registered  
Office

2. The registered office of the Company shall be in England and Wales.

Objects

3. The objects for which the Company is established are the promotion for the public benefit of urban and rural regeneration in areas of social and economic deprivation (and in particular West Middlesbrough)

4. And to do so by all or any of the following means:

- a) the relief of poverty;
- b) the relief of unemployment;
- c) the advancement of education, training or re-training, particularly among unemployed people, and assisting in the provision for unemployed people of work experience;
- d) the provision of financial assistance, technical assistance or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help:
  - (i) to existing businesses; or
  - (ii) in setting up new businesses;
- e) the creation of training and employment opportunities by the provision of work-space, buildings and/or land.
- f) the provision of housing for those who are in conditions of need and the improvement of housing provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing;
- g) the maintenance, improvement or provision of public amenities;
- h) the provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;



		<ul style="list-style-type: none"> <li>i) the protection or conservation of the environment;</li> <li>j) the provision of public health facilities and childcare;</li> <li>k) the promotion of public safety and the prevention of crime;</li> </ul>
<b>Powers</b>	<b>5.</b>	For the purpose of attaining the above-mentioned objects but not further or otherwise the Company shall have the powers set out in the <b>Appendix</b> to this Memorandum, which are by this clause incorporated into and are part of this Memorandum.
<b>Income and Property</b>	<b>6.</b>	<p>The income and property of the Company obtained from any source shall be applied solely towards the promotion of its objects as described in this Memorandum of Association and no part of it shall be paid or transferred, directly or indirectly by way of dividend, bonus or in any other way by way of profit, to members of the Company and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company.</p> <p>PROVIDED THAT the Company may make payment in good faith of:</p> <ul style="list-style-type: none"> <li>6.1 reasonable and proper remuneration and benefits to any member officer or servant of the Company (not being a director of the Company) for any services actually rendered to the Company; and / or</li> <li>6.2 interest on money lent by any member of the Company or director at a rate per annum not exceeding 2% over the base rate prescribed for the time being by Barclays Bank plc, or 3% whichever is the greater; and / or</li> <li>6.3 reasonable and proper rent or other payment for premises demised, let or licensed to the Company by any member of the Company or any directors ; and/or</li> <li>6.4 fees, remuneration or other benefit in money or money's worth to a company of which a director is a member holding not more than 1% of the capital thereof and such member shall not be bound to account for any share of profits he may receive in respect of any such payment; and/or</li> <li>6.5 reasonable out-of-pocket expenses incurred by any director in connection with the performance of his duties as director; and/or</li> <li>6.7 the payment of any premium in respect of indemnity insurance as referred to in Clause 1.28 of the Appendix to this Memorandum; and/or</li> <li>6.8 remuneration to any director or any Connected Person for the supply of goods or services to the Charity in return for payment or other material benefit but only if the goods or services are actually required by the Charity and the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services provided that at no time shall a majority of the directors benefit under this provision and that a director shall not be counted in the quorum and shall withdraw from that part of any</li> </ul>

		meeting at which his appointment or remuneration or that of any Connected Person is under discussion;
<b>Limited Liability</b>	<b>7.</b>	The liability of the members is limited.
<b>Contribution on Winding-Up</b>	<b>8.</b>	<p>Every member of the Company undertakes to contribute:-</p> <p>8.1 to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member;</p> <p>8.2 to payment of debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding-up; and</p> <p>8.3 to the adjustment of the rights of the contributories among themselves.</p> <p>such amount as may be required not exceeding one pound (£1).</p>
<b>Cy-Pres</b>	<b>9.</b>	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, having objects similar to the objects of the Company which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by clause 6 above chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable objects
<b>Amendments to the Memorandum</b>	<b>10.</b>	No addition alteration or amendment to which s64 of the Charities Act 1993 applies shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall first have been submitted to and approved by the Charity Commissioners for England and Wales and no addition alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law.

**APPENDIX TO THE MEMORANDUM OF ASSOCIATION**  
**(Powers of the Company)**

- 1.1. to provide advice;
- 1.2. to enter into contracts to provide services to or on behalf of other bodies;
- 1.3. to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
- 1.4. to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Charity (but only in accordance with the restrictions imposed by the Charities Act);
- 1.5. to purchase or otherwise acquire plant and machinery including without limitation computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 1.6. to borrow or raise money on such terms and on such security as may be thought fit (but only in accordance with the restrictions imposed by the Charities Act);
- 1.7. to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- 1.8. to raise funds (but not by means of Taxable Trading), issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;
- 1.9. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 1.10. to retain the moneys of the Charity or such part thereof (including any uninvested money) in their actual state and condition for such period or periods and for such purpose or purposes as the directors from time to time of the Charity consider are justified in the circumstances then pertaining and to vary or transpose the mode of investment of the said monies within the range hereinbefore authorised;
- 1.11. to deposit or invest monies of the Charity not immediately required for its purposes in or upon any investments, securities or property (but only to invest after obtaining such advice as the directors consider necessary from a financial expert who meets the criteria specified in clause 1.12, and having regard to the suitability of investments and the need for diversification);
- 1.12. to appoint as the investment manager for the Charity a person who, after inquiry, it is satisfied is a proper and competent person to act in that capacity and who is an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.13. to delegate to any investment manager so appointed power at his discretion to buy and sell investments for the Charity on behalf of the Charity in accordance with the investment policy laid down by the Charity. The Charity may only do so on terms

consistent with clauses 1.12 and 1.13 hereof and where the Charity makes any delegation under clauses 1.12 and 1.13 hereof the Charity shall:-

- 1.13.1. inform the investment manager in writing of the extent of the Charity's investment powers;
- 1.13.2. lay down an investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;
- 1.13.3. ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
- 1.13.4. ensure that the Charity is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of his delegated authority;
- 1.13.5. take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
- 1.13.6. review the appointment at such intervals not exceeding 24 months as the Charity thinks fit;
- 1.13.7. pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Charity shall decide and as are consistent with this clause 1.13 provided that such remuneration may include commission fees and/or expenses earned by the investment manager if any only to the extent that such commission fees and/or expenses are disclosed to the Charity;
- 1.13.8. make such delegation on the terms that:-
  - 1.13.8.1. the investment manager shall comply with the terms of his delegated authority;
  - 1.13.8.2. the investment manager shall not do anything which the Charity does not have the power to do;
- 1.13.9. be entitled with reasonable notice to revoke the delegation or vary any of its terms in a way which is consistent with clauses 1.12 and 1.13 hereof; and
- 1.13.10. give directions to the investment manager as to the manner in which he is to report to the Charity all sales and purchases of investments made on its behalf.
- 1.14. to permit any investments comprised in the monies of the Charity to be held in the name of any clearing bank, any trust corporation or any stockbroking company which is a member of the Stock Exchange (or any subsidiary of such a stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such;
- 1.15. to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;

- 1.16. to undertake and execute charitable trusts;
- 1.17. to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Charity and, subject to the provisions of clause 6 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 1.18. to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Charity and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association;
- 1.19. to acquire and undertake all or any part of the property assets liabilities and engagements of any persons corporations societies or other bodies pursuing any charitable object which the Charity is authorised to pursue;
- 1.20. to acquire by subscription or purchase and to hold shares in any company over which the Charity shall have control and (provided that the activities of such a company are in pursuit of the objects of the Charity) to supply administration and management services in relation to the business operations of that company including (but without prejudice to the generality of the foregoing) the secondment of the Charity's employees;
- 1.21. to publish or distribute information or to cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise periodicals magazines books leaflets or other documents or films or recorded tapes or compact disks;
- 1.22. to hold exhibitions meetings lectures classes seminars and courses either alone or with others;
- 1.23. to promote or carry out research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
- 1.24. to co-operate and enter into arrangements with other registered charities and with local authorities, health authorities, health trusts, Government Departments, housing associations, churches, community groups, voluntary organisations and other like organisations in promoting the objects of the Charity;
- 1.25. to make grants or loans of money and to give guarantees calculated to further the objects of the Charity;
- 1.26. to appoint and constitute such advisory committees as the directors of the Charity may think fit;
- 1.27. to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 1.28. to provide indemnity insurance to cover the liability of the officers (or any of them) which by virtue of any rule of law would otherwise attach to them or him in respect of any negligence default breach of duty or breach of trust of which they or he may be guilty in relation to the Charity provided that any such insurance shall not extend to

any claim arising from any act or omission which the officers knew to be a breach of trust or breach of duty or which was committed by the officers (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;

- 1.29. to pay out of funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 1.30. to do all such other lawful and charitable things as shall further the attainment of the objects of the Charity or any of them.

Provided that:

- 1.30.1. 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;
- 1.30.2. The Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 1.30.3. In case the Charity shall take or hold any property subject to the jurisdiction of the Commissioners, 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 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 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 or the Commissioners over such directors 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.

Words and expressions defined in the articles of association of the Charity have the same meanings in this Memorandum of Association.

Headings, sub-headings and format lines are for ease of reading and do not form part of the Memorandum.

***WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.***

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address:

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address:

Signature of Subscriber

Name in full:

Address:

Occupation:

Date:

Witness:

Name in full:

Address:



**The. Companies Act 1985**

**Company Limited By Guarantee And Not Having A Share Capital**

**ARTICLES OF ASSOCIATION**

**of**

**Actes Trust**

**Incorporated on the 24 December 2001 (adopted by special resolution  
passed on 10 September 2007 as amended by special resolution passed  
on 28 January 2014)**

**Preliminary**

L The Regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the .Charity and these Articles alone shall constitute the regulations of the Charity.

**Interpretation**

2. In the memorandum of association of the Charity and in these Articles:-

2.1. the following words and expressions have the following meanings unless inconsistent with the context: -

“the Articles”	means the Articles of the Charity;
“the Charities Act”	means the Charities Act 1993;
“Clear Days”	in relation to the period of a notice means 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;
“Commissioners”	means the Charity Commissioners for England and Wales;
“the Companies Acts”	means the Companies Act 1985 and the Companies. Act 2006;
“Connected Person”	means any spouse, partner,-parent, child, brother, sister, grandparent or grandchild of a director, any firm (including a limited liability partnership) of which a director is a member or employee, and any company of which a director is a director,

		employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;
"directors"		means the directors from time to time of the Charity all of whom in addition to their duties as directors under the Companies Acts and appropriate law shall discharge the obligations of trustees under the Charities Act and any other appropriate law and the word 'director' shall be construed accordingly;
"Elected Director"		means the directors deemed to be the Elected Directors pursuant to Article 39 and any person appointed to the office of director of the Company pursuant to Articles 54, 64 or 67;
"Electronic Address"		means any address or number used for the purposes of sending or receiving documents or information by Electronic Means;
"Electronic Form"		means in relation to the sending or supply of a document or information, where that document is sent or supplied by Electronic Means or by any other means while in an electronic form (for example sending a disk by post);
"Electronic Means"		means in relation to a document or information where that document or information was sent initially and received at its destination by means of electronic equipment for the processing (which includes digital compression) or storage of data and is entirely transmitted, conveyed and received by wire, radio or optical means or by other electromagnetic means;
"Executed"		includes any mode of execution;
"Nominated Director"		means the director deemed to be the nominated director pursuant to Article 39 or any other director appointed pursuant to Article 51;
"Nominations Committee"		means the nominations committee established pursuant to Article 44;
"Office"		means the registered office of the Charity;
"Resident Director"	Elected	Means an Elected Director who must satisfy the requirements set out in Article 54.1.4;
"the Seal"		means the common seal of the Charity;

"Secretary" means the company secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"Taxable Trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the Charity, the profits of which are subject to corporation tax;

"the United Kingdom" means Great Britain and Northern Ireland;

2.2. unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when these Articles become binding on the Charity;

2.3. references to persons shall, unless the context otherwise provides, include corporations and references to masculine, feminine and neuter shall encompass a reference to any of them and references to the singular shall include the plural and vice versa;

2.4. save as otherwise expressly provided, references to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

### **Members**

3. The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with the Articles shall be members of the Charity. No person shall be admitted a member of the Charity unless he is interested in promoting the objects of the Charity and is approved by the directors. Every person who wishes to become a member shall deliver to the Charity an application for membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the Charity by giving at least 7 Clear Days' notice to the Charity. Membership shall not be transferable and shall cease forthwith on the occurrence of any of the following events:-

4.1. the death of the member in the case of an individual;

4.2. the winding up or other cessation of existence of the member in the case of a corporate or unincorporated organisation.

5. The directors may also at their discretion terminate the membership of any member on the ground that the member's continued membership is harmful to the Charity but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors.

6. The Charity is established for the purposes expressed in the Memorandum of Association.
7. It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be friends or associates of the Charity and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Charity and their rights (if any) shall not include a right to speak or vote at general meetings of the Charity. The Secretary shall keep an accurate register of such friends or associates of the Charity.

#### **General meetings**

8. The Charity shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the directors shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act 1985, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 7 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Charity may call a general meeting.

#### **Notice of general meetings**

10. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - 10.1. in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - 10.2. in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Notice shall be given to all the members and to the directors and auditors (if any).

11. Notice of a general meeting of the Charity must be given in writing or, subject to Articles 94 and (if applicable) 95, in Electronic Form or, subject to Articles 96 to 101 by means of publication on a website or partly by one such means and partly by another.
12. When the Charity in accordance with Article 100 notifies a member or other person entitled to receive notice of a meeting of the presence of the notice on the website, the notification sent pursuant to Article 100 must:-
  - 12.1. state that it concerns a notice of a meeting of the Charity; and
  - 12.2. specify the place, date and time of the meeting;and the notice of the meeting must be available on the website throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.
13. Where the Charity has given an Electronic Address in a notice calling a meeting it is deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that Electronic Address subject to any conditions or limitations specified in the notice.
14. A member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
15. 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 or any other technical defect in the giving of notice of which the directors are unaware at the time shall not invalidate the proceedings at that meeting.

#### **Proceedings at general meetings**

16. No business shall be transacted at any meeting unless a quorum is present. Ten persons or one tenth (whichever is the lower) provided always that the quorum shall not in any event be less than three of those entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine and at such adjourned meeting the quorum shall be the members present.
18. The chairman, if any, of the board of directors or in his absence, the vice-chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman, the vice-chairman nor such other director be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect

one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

19. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
20. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
21. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act 1985, a poll may be demanded:
  - 22.1. by the chairman; or
  - 22.2. by at least two members having the right to vote at the meeting; or
  - 22.3. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;and a demand by a person as proxy for a member shall be the same as a demand by the member.
23. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
25. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

27. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
29. A resolution in writing Executed or made in Electronic Form by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each Executed or made in Electronic Form by or on behalf of one or more members.

#### **Votes of members**

30. On a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. On a poll every member present in person or by proxy shall have one vote.
31. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
32. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
33. The appointment of a proxy shall be in writing, Executed or, (subject to Article 35.2) made in Electronic Form by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

Actes Trust

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of the above-named Charity, hereby appoint

of \_\_\_\_\_ or failing him

of \_\_\_\_\_

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Charity, to be held on \_\_\_\_\_ 20 , and at an adjournment thereof.

Signed on \_\_\_\_\_ 20 .

34. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

Actes Trust

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of the above-named Charity, hereby appoint

of \_\_\_\_\_ or failing him

of \_\_\_\_\_

as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/extraordinary general meeting of the Charity, to be held on 20 , and at an adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as- foliows:

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\*strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \_\_\_\_\_ . day of \_\_\_\_\_ 20 .

35. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notariially or in some other way approved by the directors may:



35.1. save in the case of an instrument sent by Electronic Means in which case Article 35.2 will apply, be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the 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

35.2. where an Electronic Address has been specified by the Charity for the purpose of receiving appointments of proxies by Electronic Means:

35.2.1. in the notice convening the meeting; or

35.2.2. in any instrument of proxy sent out by the Charity in relation to the meeting, or

35.2.3. in any invitation to appoint a proxy issued by the Charity in relation to the meeting;

(subject to any conditions or limitations notified by the Charity in the notice, instrument of proxy or invitation to appoint a proxy issued by the Charity) be received by Electronic Means at such Electronic Address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

35.3. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

35.4. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

36. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited or where the appointment of the proxy was sent by Electronic Means, at the Electronic Address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

37. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be

entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

#### **Number of directors**

38. Unless otherwise determined by ordinary resolution, the number of directors shall not be less than three nor more than thirteen and, subject to Article 67, shall include six Resident Elected Directors.
39. The first directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Companies Act 1985, who shall be deemed to have been appointed under the Articles. At the date of adoption of these Articles the director appointed by Middlesbrough Borough Council shall be deemed to be the Nominated Director and all other directors shall be deemed to be Elected Directors. Future directors shall be appointed as provided subsequently in the Articles.

#### **Powers of directors**

40. Subject to the provisions of the Companies Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the directors who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
41. The directors from time to time may act notwithstanding any vacancy in their body; provided always that in the event that the number of directors shall at any time be or be reduced in number to less than the number fixed as the quorum it shall be lawful for the directors to act for the purpose of admitting persons to membership of the Charity, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.
42. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### **Delegation of directors' powers**

43. The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons as the directors think fit provided always that at least two members of such committees shall be directors. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered provided always that it shall in any event be a requirement that all acts and proceedings of the committees to which any powers are delegated shall be reported to the directors as soon as possible. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

### **Nominations Committee**

44. The directors shall pursuant to Article 43 establish a nominations committee consisting of:-
  - 44.1 a maximum of three members resident in the wards of Newport, West Lane or Whinney Banks whose membership of the Nominations Committee is determined in accordance with Article 47 ("the Resident Committee Members");
  - 44.2 one person appointed by Middlesbrough Borough Council pursuant to Article 48;
  - 44.3 two or more directors;
  - 44.4 the chairman (if any) of the board of directors; and
  - 44.5 such other persons as the Nominations Committee shall decide on a vote passed by simple majority at any meeting of the Nominations Committee.
45. The chairman of the board of directors shall be the chairman of and preside at every meeting of the Nominations Committee but if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting then the directors present shall appoint one of their number to be chairman and if there is only one director present, he shall be chairman.
46. The quorum for meetings of the Nominations Committee shall be three of whom at least one shall be a director. All decisions of the Nominations Committee shall be taken by simple majority vote.
47. Within 32 days of the date of adoption of these Articles and thereafter not less than 14 Clear Days before the date appointed for the annual general meeting of the Charity in the year after the date of adoption of these Articles and for each subsequent annual general meeting of the Charity, any of the members resident in the ward areas of Newport, West Lane or Whinney Banks shall be entitled to notify the Charity of their willingness to act as Resident Committee Members with effect from that annual general meeting. Subject always to the provisions of Article 44.1, the directors shall, in the event that more than one member notifies the Charity of their willingness to act as Resident Committee Members, determine the identity of the Resident Committee Members by lot at that annual general meeting. Each Resident Committee Member shall be a member of the Nominations Committee with effect from the annual general meeting at which their membership was determined under this Article 47 until the next annual general meeting at which such Resident Committee Member shall be deemed to have resigned but shall be eligible for re-appointment.
48. Middlesbrough Borough Council shall be entitled by notice in writing to the Charity to appoint one person to serve on the Nominations Committee and by like notice to remove and replace such person. This entitlement shall cease on the cessation of

Middlesbrough Borough Council as accountable body for the purposes of the Charity's New Deal for Communities funding.

49. If any vacancies on the Nominations Committee arise as a result of the failure or refusal to appoint persons pursuant to Articles 47 or 48 the Nominations Committee shall be entitled to fill such a vacancy and any person so appointed shall be a member of the Nominations Committee only until such time as an appointment is made pursuant to Article 47 or 48 (as the case may be).
50. The Nominations Committee shall have the sole responsibility for recommending to the members pursuant to Article 54.1 candidates for appointment to the office of director.

### **Appointment and retirement of directors**

#### **Nominated Director**

51. Middlesbrough Borough Council shall be entitled by notice in writing to the Charity to appoint one person to fill the office of director of the Charity and Middlesbrough Borough Council shall be entitled by like notice to remove such director. If any vacancy shall arise at any time in respect of the office of a Nominated Director, Middlesbrough Borough Council shall be entitled to fill such vacancy.
52. In the event that Middlesbrough Borough Council fails or refuses to appoint a person to fill the office of Nominated Director of the Charity, the directors may appoint a person who is willing to act to be a director to fill such vacancy. A director so appointed shall hold office only until Middlesbrough Borough Council serves notice of appointment of a Nominated Director in accordance with Article 51.
53. The right under Articles 51 and 52 for Middlesbrough Borough Council to appoint a person to fill the office of Nominated Director shall cease upon the cessation of Middlesbrough Borough Council as accountable body of the Charity for the purposes of the Charity's New Deal for Communities funding and any Nominated Director in office at the cessation date shall immediately cease to hold office as a director of the Charity.

#### **Elected Directors**

54. Following the date of the adoption of these Articles no person shall be appointed or re-appointed an Elected Director unless:-
  - 54.1. that person is, or has previously been, recommended by the Nominations Committee at the conclusion of an appropriate open selection process, which process shall be operated with transparency and shall in particular (but without prejudice to the foregoing) include the following:
    - 54.1.1. the provision by the Nominations Committee of a detailed description for the role of Elected Director and the terms of his appointment;

- 54.1.2. the requirement that the Nominations Committee identify the skills and experience required of the successful candidate with consideration given to the existing composition of the board and the requirement to have an overall board composition which incorporates an appropriate mix of relevant skills experience and background;
  - 54.1.3. advertising and/or canvassing for possible candidates and, if applicable, shall include consultation by the Nominations Committee with interested bodies;
  - 54.1.4. the requirement that possible candidates for election as Resident Elected Directors be resident in West Middlesbrough and be members of the Charity;
  - 54.1.5. the requirement that the Nominations Committee consider the applications and put forward to the members candidates recommended for appointment by the members; and
- 54.2. that person has been elected by the members to the office of director of the Charity in accordance with the provisions of Articles 55 to 57.
55. Each member shall be entitled to vote by way of ballot for up to the number of nominees as there are vacancies to be appointed as Resident Elected Directors and other Elected Directors.
56. The elections for Elected Directors shall be conducted in accordance with and subject to the requirements of and monitoring by an appropriate independent monitoring body and the bye-laws from time to time made by the directors. The nominees up to the number of vacancies referred to in Article 55 who shall receive most votes shall be declared elected and in the case of two or more nominees receiving an equal number of votes the election shall be determined by lot.
57. Subject to Article 68, an Elected Director shall be appointed to the office of director of the Charity commencing on the date of the annual general meeting following his or her election. Elections for Elected Directors who are to retire by rotation in accordance with these Articles shall be held annually not more than three nor less than one month before the date of the annual general meeting of the Charity for that year.
58. The accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any person entitled to receive a ballot paper shall not invalidate a ballot held pursuant to Articles 55 to 57 or the appointment of any Elected Director.
59. No person shall be co-opted as a director pursuant to Article 67 unless that person is, or has previously been, recommended by the Nominations Committee at the conclusion of an appropriate open appointments process, which process shall be operated with transparency in accordance with Articles 54.1.1 to 54.1.3.
60. Any person
- 60.1. deemed to be an Elected Director pursuant to Article 39; or

- 60.2. appointed as an Elected Director by the members following a recommendation by the Nominations Committee in accordance with Article 54; or
- 60.3. co-opted by the directors in accordance with Articles 59 and 67;
- shall, subject to Article 65, be deemed to be recommended by the Nominations Committee for re-appointment.
61. A description of the appointments process outlining the appointment procedure and the aims, strategies and policies of the Nominations Committee shall be in written form and a copy shall be available for inspection by the members and, with the agreement of the directors, by other interested parties at the Office.
62. At every annual general meeting following the adoption of these Articles one-third of the Elected Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office, but, if there is only one Elected Director who is subject to retirement by rotation, he shall retire.
63. Subject to the provisions of the Companies Act 1985, the Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
64. Subject to Article 65 if at the meeting at which an Elected Director retires by rotation, the retiring Elected Director is willing to act, he shall be deemed to have been re-appointed unless a ballot has been held in accordance with Article 57 and the Elected Director has not been elected in that ballot.
65. If a director has been in office for six consecutive years, he shall not be eligible for re-appointment save in the following circumstances:-
- 65.1. if a period of one year has elapsed since the director retired from office; or
- 65.2. in the case of an Elected Director, if he is willing to be re-appointed and is so re-elected by not less than three-quarters of the members voting in a ballot held pursuant to articles 55 to 57.
66. No persons may be appointed as a director in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 71.
67. Subject as aforesaid, the directors may appoint a person who is willing to act to be an Elected Director, either to fill a vacancy or as an additional director, provided that:
- 67.1. the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors; and

67.2. a director appointed to fill any vacancy in the office of Resident Elected Director need not satisfy the requirements set out in article 54.1.4.

A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

68. Subject as aforesaid, an Elected Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
69. The Charity may from time to time by ordinary resolution increase or reduce the number of directors and determine in what rotation such increased or reduced number shall go out of office, and subject as aforesaid may make the appointments necessary for effecting any such increase.
70. The Charity may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Companies Act 1985, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such director. The Charity may by ordinary resolution appoint another qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.

#### **Disqualification and removal of directors**

71. The office of a director shall be vacated if:
  - 71.1. in the case of a Nominated Director:
    - 71.1.1. Middlesbrough Borough Council gives notice in writing to the Charity of the removal of such Nominated Director; or
    - 71.1.2. Middlesbrough Borough Council ceases to be the accountable body for the Charity's New Deal for Communities funding; or
  - 71.2. in the case of a Resident Elected Director, he ceases to meet the eligibility criteria specified in Article 54.1.4; or
  - 71.3. he ceases to be a director by virtue of any provision of the Companies Acts or is disqualified from acting as a charity trustee by virtue of section 72 of the Charities Act or he otherwise becomes prohibited by law from being a director; or
  - 71.4. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 71.5. he is, or may be, suffering from mental disorder and either:

- 71.5.1. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or
- 71.5.2. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 71.6. he resigns his office by not less than fourteen days notice in writing to the Charity (but only if at least two directors will remain in office); or
- 71.7. he shall for more than 6 consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated; or
- 71.8. he has, in the opinion of the directors, brought or may by his actions bring the Charity into disrepute including but without limitation persistently contravening any of the rules and bye laws of the Charity applicable to him or her and the directors resolve by a majority of 75% of the directors present and voting that his office be vacated.

#### **Remuneration of directors**

- 72. The provisions of the Memorandum of Association as to the remuneration of directors shall apply.
- 73. The directors may be paid all reasonable travelling, hotel and other out of pocket expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Charity or otherwise in connection with the discharge of their duties.

#### **Proceedings of directors**

- 74. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A meeting of the directors shall be held at least four times in each year. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 75. Subject to Article 41, the quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three or one third of all the current directors, whichever is greater.
- 76. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to



do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting, the vice-chairman shall be chairman of the meeting. If there is no director holding the office of vice-chairman or if the director holding it is unwilling to preside or is not present within 5 minutes after the time appointed for the meeting the directors present may appoint one of their number to be chairman of the meeting. A director who has served as chairman for three consecutive years shall stand down and shall not be eligible for re-appointment as chairman until a period of at least 12 calendar months has elapsed since he ceased to hold the office of chairman.

77. The directors may appoint one of their number to be the vice-chairman of the board of directors and may at any time remove him from that office. A director who has served as vice-chairman for three consecutive years shall stand down and shall not be eligible for re-appointment as vice-chairman until a period of at least 12 calendar months has elapsed since he ceased to hold the office of vice-chairman.
78. Any organisations from time to time specified by the directors shall be entitled by notice in writing or in Electronic Form to the Charity to appoint an adviser to the Charity and by like notice to remove such adviser. Any adviser so appointed shall be entitled to attend any meeting of directors and to speak but not to vote at such meeting.
79. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote. A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.
80. A resolution in writing signed or made in Electronic Form by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed or made in Electronic Form by one or more directors.
81. All or any of the members of the board of directors or any committee of the board may participate in a meeting of the board or that committee by means of conference telephones or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
82. Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which

conflicts or may conflict with the interests of the Charity unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

- 82.1. the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Charity or any of its subsidiaries;
- 82.2. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Charity or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 82.3. his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Charity or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Charity or any of its subsidiaries for subscription, purchase or exchange;
- 82.4. the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Companies Act 1985 (excluding any statutory modification thereof not in force when this regulation becomes binding on the Charity), connected with a director shall be treated as an interest of the director.

- 83. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 84. Subject to the provisions of the Memorandum, the Charity may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of directors or of a committee of directors.
- 85. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

#### **Secretary**

- 86. Subject to the provisions of the Companies Act 1985, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. If the Secretary is also a director he may not be paid for his services.

#### **Minutes**

- 87. The directors shall cause minutes to be made in books kept for the purpose:

- 87.1. of all appointments of officers made by the directors; and
- 87.2. of all proceedings at meetings of the Charity, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

#### **The seal**

- 88. The Charity may have a common seal, and if it adopts one the Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by two directors.

#### **President, vice-presidents and patrons**

- 89. The directors may appoint any person to be the president and any person or persons to be vice-presidents or patrons of the Charity for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Charity.

#### **Accounts**

- 90. Accounting records relating to the Charity must be made available for inspection by any director at any time during normal office hours. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the directors or by ordinary resolution of the Charity. A copy of the Charity's latest available statement of account must be supplied on request to any director or member. A copy must also be supplied within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

#### **Annual Reports, Statements of Account and Returns**

- 91. The directors shall comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commissioners of annual returns, annual reports and annual statements of account.

#### **Communication of documents (including notices) or other information by the Charity**

- 92. The Charity may give any document or information to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or (subject to Articles 94 and 95) by giving it using Electronic Means or (where applicable to members generally) may be published (subject to Articles 96 to 101) on the Charity's website. A member whose registered address is not within Middlesbrough (as defined by reference to the boundaries of Middlesbrough Borough Council at the date of adoption of these Articles) shall not be entitled to have documents or information given to him at that address.

93. Proof that an envelope containing a document or information was properly addressed, prepaid and posted shall be conclusive evidence that the document or information was given. Proof that a document or information sent by Electronic Means was properly addressed shall be conclusive evidence that a document or information was given by Electronic Means. A document or information shall be deemed to be given on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or at the expiration of 48 hours after the envelope containing it was posted or, as in the case of a document or information sent by Electronic Means, at the expiration of 48 hours after the time it was sent. A document or information sent or supplied by means of a website shall be deemed to have been received by a member on the date on which the document or information first appears on the website or if later when the member received (or is deemed to have received) notification of the fact that the document or information was available on the website pursuant to Article 100.
94. A document or information may only be sent or supplied by the Charity in Electronic Form:-
- 94.1. to a person who has agreed generally or specifically that the document or information may be sent or supplied in that form (and has not revoked that agreement); or
- 94.2. to a company that is deemed to have so agreed by a provision in the Companies Acts.
95. Where a document or information is sent or supplied by the Charity to a person by Electronic Means, it may only be sent or supplied to an Electronic Address:-
- 95.1. specified for the purpose by the intended recipient generally or specifically; or
- 95.2. where the intended recipient is a company, deemed by a provision of the Companies Acts to have been so specified.
96. A document or information may only be sent or supplied by the Charity to a person by being made available on a website if the person has agreed generally or specifically that the document or information may be sent or supplied to him in that manner and has not revoked that agreement or is taken to have so agreed under Article 97.
97. A document of information may be sent or supplied to a member by being made available in a website provided that:-
- 97.1. the member has been asked individually by the Charity to agree that the Charity may send or supply documents or information generally, or the document or information in question, to him by means of a website; and
- 97.2. the member so agrees; or
- 97.3. the Charity's request stated that if no response was received from the member with the period of 28 days beginning with the date on which the Charity's request was sent then that member would have deemed to so agree.

98. The Charity may only make a request under Article 97 to a member in relation to the sending or supply of documents or information generally by means of a website, or in respect of the sending or supply of the same or a similar class of documents or information by means of a website, once in any 12 month period.
99. A document or information authorised or required to be sent or supplied by means of a website must be made available in a form, and by a means, that the Charity reasonably considers will enable the recipient to read it, and to retain a copy of it.
100. The Charity must notify the intended recipient of:-
- 100.1. the presence of the document or information on the website;
  - 100.2. the address of the website;
  - 100.3. the place on the website where it may be accessed; and
  - 100.4. how to access the document or information.
101. The Charity must make the document or information available on the website throughout:-
- 101.1. the period specified by any applicable provision of the Companies Acts; or
  - 101.2. if no such period is specified, the period of 28 days beginning with the date on which the notification required under Article 100 is sent to the person in question

and for the purposes of this Article 101, a failure to make a document or information available on a website throughout the period mentioned in Article 101.1 shall be disregarded if it is made available on the website for part of that period and the failure to make it available throughout that period is wholly attributable to circumstances that it would not be reasonable to have expected the Charity to prevent or avoid.

#### **Communication of documents or other information to the Charity**

102. A document or information may only be sent or supplied to the Charity in Electronic Form if:-
- 102.1. the Charity has agreed generally or specifically that the document or information may be sent or supplied in that form and has not revoked that agreement; or
  - 102.2. the Charity is deemed to have so agreed under Article 13 or Article 35.2.
103. Where the document or information is sent or supplied by a person to the Charity by Electronic Means, it may only be sent or supplied to an Electronic Address:-
- 103.1. specified for the purpose by the Charity generally or specifically; or
  - 103.2. deemed under Article 13 or Article 35.2 to have been so specified.

104. A document or information sent or supplied in Electronic Form is sufficiently authenticated:-

104.1. if the identity of the sender is confirmed in a manner specified by the Charity;  
or

104.2. where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.

#### **Winding up**

105. On the winding-up and dissolution of the Charity the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

#### **Indemnity**

106. Subject to the provisions of the Companies Act 1985 but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

#### **Liability**

107. Subject to the provisions of the Companies Act 1985, the Charity may from time to time approve the purchase and maintenance of insurance by the Charity for the benefit of any person who is or was at any time a director or other officer of the Charity against any liability. A director shall be entitled to vote and be counted in a quorum in respect of any resolution concerning the purchase or maintenance of insurance in his favour in respect of any liability.

#### **Rules or Byelaws**

108. Without prejudice to the general powers conferred upon the directors by these Articles, the directors may, from time to time, make, impose, vary or repeal such rules, regulations or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership and in particular, but without prejudice to the generality of the foregoing, they may, by such rules, regulations or byelaws, regulate:-

108.1. the admission and classification of members of the Charity 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;

- 108.2. the conduct of the members of the Charity in relation to one another and to the Charity's servants;
- 108.3. the setting aside of the whole or part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- 108.4. the procedure at general meetings and meetings of the directors and committees of the directors insofar as such procedures are not regulated by these Articles;
- 108.5. and generally, all such matters as are commonly the subject matter of company rules, regulations or byelaws.

Provided always that no rule, regulation or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Charity.