

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

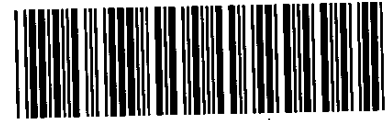
ARTICLES OF ASSOCIATION

- of-

HEREFORDSHIRE COMMUNITY FOUNDATION

Registered Company Number: 04468139

TUESDAY



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COMPANIES HOUSE

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INTERPETATION

1.1 In these Articles and in the Memorandum of Association of the Company, if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meanings set opposite to them respectively in the second column:

"the Charity"	means the company intended to be regulated by these Articles;
"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
"Articles"	means these Articles of Association of the Charity;
"clear days"	in relation to the period of a notice means the 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;
"executed"	includes any mode of execution;
"Member"	a member of the Charity;
"the Memorandum"	means the memorandum of association of the Charity;

"office"	means the registered office of the Charity;
"the seal"	means the common seal of the Charity if it has one;
"Secretary"	means the 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;
"the Trustees"	means the directors of the Charity (and "trustee" has a corresponding meaning);
"the United Kingdom"	means Great Britain and Northern Ireland.

- 1.2 Words importing the masculine gender only shall include the feminine gender, and words importing persons should include corporations.
- 1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2. The provisions of section 352 of the Act shall be observed by the Charity and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
- 3.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 68 shall be Members of the Charity. No person shall be admitted a Member of the Charity unless his application for membership is approved by the Trustees.
- 3.2 A Member may at any time withdraw from the Charity by giving at least seven clear days notice to the Charity. Membership shall not be transferable and shall cease on death.
4. It shall be the duty of the Trustees, if at any time they shall be of the opinion that the interests of the Charity so require, by notice in writing sent by prepaid post to a Member's address, to request that Member to withdraw from Membership of the Charity within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Trustees present and voting, which majority shall include one half of the total number of the Trustees for the time being.
5. If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from Membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from Membership the Member shall so request in writing, the matter shall be submitted to a properly convened and constituted meeting of the Trustees. The Trustees and the Member whose expulsion is

under consideration shall be given at least fourteen days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the Meeting be entitled to present a statement in his defence either verbally or in writing, and he shall not be required to withdraw from Membership unless half of the Trustees present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and his name shall be erased from the Register of Members.

GENERAL MEETINGS

6. The annual general meeting shall be held for the following purposes:
 - (a) to receive from the Trustees a full statement of account;
 - (b) to receive from the Trustees a report of the activities of the Charity since the previous annual general meeting;
 - (c) to allow the present Trustees to stand down from office;
 - (d) to elect Trustees pursuant to Article 40;
 - (e) to appoint the Charity's auditors; and
 - (f) to transact such other business as may be brought before it.
7. The Charity shall hold an annual general meeting each year 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 shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Secretary shall, on an order of the Trustees or at the written request of not less than one tenth of the Members, convene an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the chairman who shall authorise the holding of an extraordinary general meeting within twenty eight days of receipt of such an order or request.

NOTICE OF GENERAL MEETINGS

- 9.1 An annual general meeting and an extraordinary general meeting called for the passing of a resolution appointing a person as a Trustee shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote; and
 - (b) in the case of any other meeting by a majority in number of Members having a right to attend and vote being a majority together holding not less than 95% of the total •voting rights at the meeting of all the Members.
- 9.2 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.
- 9.3 The notice shall be given to all the Members and to the Trustees and auditors.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised representative of a member organisation, or one-tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
12. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting the quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
13. The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees present shall preside as chairman of the meeting. If there is only one Trustee present and willing to act, he shall be chairman.
14. If no Trustee is willing to act as chairman, or if no Trustee 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.
15. A Trustee shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
16. 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 fourteen days or more, at least seven 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.

17. A resolution put to the vote of a meeting shall be decided on a show of hands by Members present 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 demanded:
- (a) by the chairman; or
 - (b) by at least two Members having the right to vote at the meeting or 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 whichever is greater.
18. 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.
19. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
20. 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 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.
21. 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.
22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such 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 continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
23. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded, In other cases
- at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

24. Subject to Article 21, every Member shall have one vote.
25. Subject to the provisions of section 381 A-C and 382A of the Act a resolution in writing executed 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 has been passed at a general meeting duly convened and held and may consist of

several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it shall take effect accordingly.

26. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
27. 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.
28. A vote given or poll demanded by the duly authorised representative of a member organisation 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 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.
29. 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.
30. Every Member may appoint a proxy to vote in their place at general meetings. Such persons having a proxy vote should hold a letter signed by the appointor giving permission of proxy, and should inform the Secretary prior to the commencement of the meeting that they have a proxy vote. .
31. The letter appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing and shall be in the following form or as near to it as circumstances admit, or in any other form which is usual or which the Trustees may approve:

HEREFORDSHIRE COMMUNITY FOUNDATION

I [Member's name and address] being a Member of the above-named company hereby appoint

[name and address of proxy holder] or failing him/her,

[name and address of substitute] as my/our proxy to vote on my/our behalf at the
[Annual/Extraordinary/Adjourned] General Meeting of the Charity to be held on the
day of and any adjournment thereof.

Signed [..name..] this day of

TRUSTEES

32. The number of Trustees shall be not less than three and (unless otherwise determined by ordinary resolution) shall be not more than 15.
33. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided subsequently in these Articles.

APPOINTMENT AND RETIREMENT OF TRUSTEES

34. Subject to Article 35 a Trustee shall hold office until the fourth Annual General Meeting following his appointment when he shall retire from office. A retiring Trustee shall be eligible for re-election except that no Trustee shall be eligible for re-election for a third consecutive term of office. A retiring Trustee will become eligible for re-appointment as a Trustee at the Annual General Meeting following his retirement from his second term of office.
35. Prior to the first Annual General Meeting of the Charity the Trustee shall agree which of the Trustees then in office (being not less than one third of their number) shall retire from office at the first Annual General Meeting and which other of them (being not less than one third of their number) shall retire from office at the second Annual General Meeting and the remainder of their number shall retire from office at the third Annual General Meeting.
36. No person other than a retiring Trustee shall be eligible for election unless his nomination made by one Member and seconded by one other Member has been received by the Secretary at least twenty eight clear days before the meeting. If no nominations for a particular vacancy are so received, nominations made for that vacancy at the meeting shall be valid provided the nominee has agreed to accept office. Any Member shall be entitled to submit nominations. In the event of two or more persons being nominated for any one office, or of opposition to a nomination by any Member present, there shall be a vote by ballot of all Members present.
37. Subject to the provisions of Article 34 if the Charity at the meeting at which a Trustee retires pursuant to these Articles, does not fill the vacancy the retiring Trustee shall, if

willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
38. No person may be appointed as a Trustee:
 - (a) if they are under the age of 18 years unless the charity is a registered company;
or
 - (b) in the circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 42.

39. Not less than fourteen nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
40. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee.
41. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
42. A Trustee shall cease to hold office if he:
- (a) ceases to be a Trustee by virtue of any provisions in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (c) resigns his office by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
 - (d) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.
 - (e) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

POWERS OF TRUSTEES

43. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

TRUSTEES' APPOINTMENTS

44. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine.
45. Except to the extent permitted by Clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

46. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee 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.
47. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or two Trustees, whichever is the greater.
48. The Trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
49. The Trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is willing to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
50. The Trustees may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit. Provided that where such committee includes persons not being Trustees, the number of such persons shall be less than three quarters the total number of the committee members and no resolution of the committee shall be effective unless a Trustee who is a member of the committee has voted in favour thereof.
51. Any sub-committee formed pursuant to Article 50 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Trustees. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such subcommittee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustees as far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of such sub-committees shall be reported in due course to the Trustees.

52. All bona fide acts done by a meeting of Trustees, or if a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
53. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of trustees or of a committee, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

SECRETARY

54. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees 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.
55. The Trustees shall keep minutes in books kept for the purpose:
- (a) of all appointments of officers made by the Trustees; and
 - (b) of all proceedings at meetings of the Charity and of the Trustees and of committees including the names of the Trustees present at each such meeting.
56. All business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next Succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

THE SEAL

57. The seal shall only be used by the authority of the Trustees or of a committee authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Secretary or by a second trustee.

ACCOUNTS

58. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

59. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

60. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

61. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
62. The Charity may give any notice 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. A Member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Charity.
63. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 65.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to Members generally) may be published in any suitable journal or newspaper circulating in the area of benefit or any newsletter distributed by the Charity.
- 65.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members.
- 65.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - (b) two clear days after being sent by first class post to that address
 - (c) three clear days after being sent by second class or overseas post to that address
 - (d) on the date of publication of a newspapers containing the notice
 - (e) on being handed to the Member (or, in the case of a member organisation, its authorised representative) personally or, if earlier

- (f) as soon as the Member acknowledges actual receipt.
66. A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

INDEMNITY

67. Subject to the provisions of the Act every Trustee 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 that capacity 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.

RULES

68. The Trustees may from time to time make such rules or bye-laws 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 of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
- (a) the admission and classification of Members of the Charity (including the admission of organisations to membership) 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;
 - (b) the conduct of Members of the Charity in relation to one another, and to the Charity's servants;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings of the Trustees and committees in so far as such procedure is not regarded by the Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
69. The Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye-laws, which shall be binding on all Members of the Charity. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.
70. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

We wish to be formed into a company under these Articles of Association

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

CHRISTNE FORRESTER

17 Victoria Road, Kington, Herefordshire, HR5 3BX

C. J. Forrester,

Name:

Witness Signature:

K. Funnell

LESLEY FUNNELL

Address:

LABURNUM COTTAGE

KINGTON

Occupation:

HEREFORDSHIRE HR5

on:

SECRETARY

RD BULMER

Old Court, Brobury, Herefordshire, HR3 6DX

Richard Bulmer

RICHARD
BULMER

Witness Signature:

M. S. Allen

MARGARET SANE ALLEN

Name:

Address: ES

Plumpton

WILLCREST HEREFORD

Occupation:

RECEPTIONIST

JM LAWRENCE BANKS

urne, Kington, Herefordshire, HR5 3EG

Signature:

K. Funnell

LESLEY FUNNELL

HR5

LABURNUM COTTAGE

KINGTON

HEREFORDSHIRE HR5 3AH

n:

SECRETARY

Witness Signature:

Name: s

Address:

W. Lawrence Banks

WILLIAM
LAWRENCE
BANKS
Ridgebourne,
Kington,
Herefordshire,
3EG