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COMPANIES HOUSE

THE COMPANIES ACT 1985 AND 1989

ED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

5854713

CUMBRIA NEIGHBOURHOOD WATCH ASSOCIATION

(as amended by special resolutions passed on 15 October 2007 and 8 October 2011)

Interpretation

- 1 In these Articles
- 1 1 **"the Act"** means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force,
"the Areas" are Neighbourhood Watch areas within Cumbria being coterminous with the three police areas, 'North', 'West' and 'South', and a reference to an "Area" is to any one of the Areas,
"the Articles" means these Articles of Association of the Charity,
"the Charity" means the company intended to be registered by these regulations,
"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,
"Cumbria Police area" means the geographical area in which the Charity operates,
"executed" includes any mode of execution,
"the members of the Executive Committee" means the directors of the Charity (and "members of the Executive Committee" has a corresponding meaning),
"the Memorandum" means the Memorandum of Association of the Charity,
"Neighbourhood Watch Group" means a Neighbourhood Watch group in the Cumbria Police area in good standing with Cumbria Police and having a co-ordinator,
"office" means the registered office of the Charity,
"officers" means the Chairman, Vice-Chairman, and Chairman of the Charity,
"secretary" means the secretary of the Charity,
"the seal" means the common seal of the Charity (if it has one),
"special resolution" has the meaning given by section 378(2) of the Act,
"the United Kingdom" means Great Britain and Northern Ireland,
- 1 2 Words importing the masculine gender only shall include the feminine gender,
- 1 3 Subject as aforesaid, words or expressions shall, unless the context requires otherwise, bear the same meaning as in the Act

Members and Membership

- 2 (1) Membership of the Charity shall be open to
- (a) all Neighbourhood Watch Groups who are interested in furthering the work of the Charity (all of whom shall, subject to the terms of these Articles, be entitled to membership) The Charity shall not discriminate on any ground relating to race, sex, creed or political views
- (b) such other organisations (of whatever nature) which are from time to time approved by the Executive Committee,

- (c) the subscribers to the Memorandum and Articles of Association of the Company
- (2) The subscribers to the Memorandum and such Neighbourhood Watch Groups and other organisations as are admitted to membership may be the members of the Charity
- (3) Members of the Charity shall be entitled to vote at general meetings of the Charity
- (4) Each member (being a Neighbourhood Watch Group) shall be represented at general meetings of the Charity (and otherwise) by its co-ordinator or his or her deputy but each member shall and upon any request to do so by the Executive Committee replace such representative

3 Any

- (1) Neighbourhood Watch Group, or
- (2) other organisation (as described in Article 2 (2)) approved for membership by the Executive Committee

may signify in writing to the Executive Committee its wish to become a member, and the secretary shall then enter the name of such Neighbourhood Watch Group or other organization in the register of members of the Charity, and membership shall commence upon such entry

- 4 (1) Any member wishing to retire from membership shall signify such wish in writing to the Executive Committee and its name shall then be removed from the register of members and such member shall cease to be a member as soon as its name has been removed from the list
- (2) Any
 - (a) member (having been a Neighbourhood Watch Group or having been considered to be such) which ceases to be a Neighbourhood Watch Group,
 - (b) organisation which, having been admitted to membership under Article 2 (1), ceases to be approved as a member by the Executive Committee

shall cease to be a member of the Charity

General Meetings

- 5 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 fifteen 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 eighteen 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 Executive Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings
- 6 The Executive Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary meeting

Notice of general meetings

- 7 An annual general meeting and an extraordinary general meeting called for the passing of a resolution appointing a person as a member of the Executive Committee shall be called by at least twenty-one 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
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote, and
 - (2) 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 percent 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

The notice shall be given to all the members and to the Executive Committee and auditors

- 8 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

- 9 No business shall be transacted at any meeting unless a quorum is present. Fifteen persons entitled to vote upon the business to be transacted, each being duly authorised representative of a member organisation, shall constitute a quorum provided that for so long as the subscribers to the Memorandum and Articles of Association shall be the only members of the Charity, the quorum shall be two persons
- 10 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be dissolved
- 11 The chairperson, if any, or the vice-chairperson if any, of the Executive Committee or in his absence some other member of the Executive Committee nominated by the members shall preside as chairperson of the meeting, but if neither the chairperson nor the vice-chairperson nor such other member of the Executive Committee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Executive Committee present shall elect one of their number to be chairperson and, if there is only one Executive Committee member present and willing to act, he shall be chairperson
- 12 If no member of the Executive Committee is willing to act as chairperson, or if no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson
- 13 A member of the Executive Committee shall be entitled to attend and speak at any general meeting
- 14 The chairperson 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 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.

- 15 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 Act, a poll may be demanded
- (1) by the chairperson, or
 - (2) by at least two members having the right to vote at the meeting, or
 - (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.
- 16 Unless a poll is duly demanded a declaration by the chairperson 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.
- 17 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. 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.
- 18 A poll shall be taken as the chairperson 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.
- 19 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote.
- 20 A poll demanded on the election of a chairperson 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 chairperson directs not being more than thirty 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.
- 21 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

- 22 Every member shall have one vote.
- 23 No member shall be entitled to vote at any general meeting unless all moneys then payable by it to the Charity have been paid.
- 24 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 chairperson whose decision shall be final and conclusive.

- 25 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
- 26 Every member of the Charity (not being a subscriber to these Articles) shall appoint a representative as required by Article 2(4)

Members of the Executive Committee.

- 27 (1) The number of members of the Executive Committee shall be not less than five but shall not be more than twenty-one provided that for so long as any member of the Executive Committee appointed an incorporation of the Charity shall remain a member of the Executive Committee, its minimum number of member shall be two
- (2) A member of the Executive Committee need not be the representative (as described in Article 2 (4)) of a Neighbourhood Watch Group, and there shall be no qualification for appointment as a member of the Executive Committee
- (3) The members of the Executive Committee shall be appointed in accordance with the Articles and those who are to be appointed by election shall be elected at the Annual General Meeting
- (4) The elected members of the Executive Committee shall be the officers and up to nine other elected members
- (5) In addition, the following shall (subject to approval by the Executive Committee) be entitled to ex-officio, non voting representation on the Executive Committee
- (a) no more than six representatives nominated by Cumbria Police (being two representatives of each police area within Cumbria)
 - (b) executive officer (if such a post shall exist and be filled and however it may be described) of the Charity
 - (c) no more than two other individuals as approved from time to time by the Executive Committee
- (6) A member of the Executive Committee shall not have the power to appoint an alternate

Powers of Executive Committee Members

- 28 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 members of the Executive Committee who may exercise all the powers of the Charity No alteration of the Memorandum or of the Articles and no such direction shall invalidate any prior act of the members of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given The powers given by the Articles shall not be limited by any special power given to the members of the Executive Committee by the Articles and a meeting of the members of the Executive Committee at which a quorum is present may exercise all the powers exercisable by the members of the Executive Committee

29 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the members of the Executive Committee shall have the following powers, namely

- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
- (2) to enter into contracts on behalf of the Charity

Appointment and Retirement of members of the Executive Committee

30 Following the incorporation of the Company and the resignation of the members of the Executive Committee appointed on incorporation, the first members of the Executive Committee shall be the persons named in the Schedule to the Articles, and the first Chairman shall be Alan Smith, the first Vice-Chairman shall be Dr Keith Nightingale and the first treasurer shall be Sarah Murray

- (1) Elected non-officers shall be subject to retirement by rotation as follows
 - (a) At every Annual General Meeting one-third of the Elected non-officers or if their number is not divisible by three, the number nearest to one-third) shall retire from office,
 - (b) Subject to the provisions of the Act, the Elected non-officers to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but in the event that there are on any occasion Elected non-officers who became or were appointed members of the Executive Committee on the same day of whom only some, and not all, are eligible to retire by rotation, those to retire shall be decided by the Executive Committee

- 31
- (1) Subject to the provisions of Article 30, the officers shall be elected to office at each Annual General Meeting Each officer shall be a member of the Executive Committee
 - (2) In addition to the officers, up to nine other members of the Executive Committee (in this Article 31 and in Article 30 "Elected non-officers") shall be elected at each annual General Meeting, for three-year terms, as follows
 - (a) Unsuccessful candidates for the position of any of the officers shall be eligible to be elected as Elected non-officers
 - (b) The electoral system adopted from time to time by the Executive Committee for election of the Elected non-officers shall provide that (so far as is possible) there shall at all times be among the elected members of the Executive Committee (being the officers and the Elected non-officers) at least two such members ordinarily resident in each of the Areas

- 32
- (1) The first members of the Executive Committee (described in Article 30) shall all retire from office at the first Annual General Meeting of the Charity The following provisions of this Article 32 shall apply to subsequent Annual General Meetings
 - (2) The officers shall retire from office at each Annual General Meeting

- 33 No person other than a member of the Executive Committee shall be appointed or re-appointed a member of the Executive Committee at any general meeting unless
- (1) he/she is recommended by the members of the Executive Committee, or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting and seconded by another such member has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of members of the Executive Committee together with a notice executed by that person of his willingness to be appointed or re-appointed
- 34 No person shall be appointed as a member of the Executive Committee
- (1) unless he has attained the age of 18 years (unless he or she is the appointed representative of the junior branch of the Charity, if such a branch exists), or
 - (2) in circumstances such that, had he already been a member of the Executive Committee, he would have been disqualified from acting under the provisions of Article 39
- 35 Not less than seven 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 member of the Executive Committee) who is recommended by the Executive Committee for appointment or reappointment as a member of the Executive Committee 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 member of the Executive Committee
- 36 Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a member of the Executive Committee either to fill a vacancy or as an additional member of the Executive Committee and may also determine the rotation in which any such additional members of the Executive Committee are to retire
- 37 The members of the Executive Committee may
- (1) appoint a person who is willing to act to be a member of the Executive Committee either to fill a vacancy or as an additional member of the Executive Committee provided that the appointment does not cause the number of members of the Executive Committee to exceed any number fixed by or in accordance with the articles as the maximum number of members of the Executive Committee A member of the Executive Committee so appointed shall hold office only until the next annual general meeting If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof,
 - (2) (upon one of the officers vacating his office, and whether or not ceasing to be a member of the Executive Committee) appoint another member of the Executive Committee to hold the office vacated until the next Annual General Meeting
- 38 Subject as aforesaid, a member of the Executive Committee who retires at an annual general meeting may, if willing to act, be re-appointed

Disqualification and removal of members of the Executive Committee

- 39 A member of the Executive Committee shall cease to hold office if he
- (1) ceases to be a member of the Executive Committee by virtue of any provision in the Act or is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
 - (3) resigns his office by notice to the Charity , or
 - (4) is absent without permission of the members of the Executive Committee from three consecutive meetings of the Executive Committee (and the Annual General meeting shall be counted as a meeting of the Executive Committee for this purpose) and the members of the Executive Committee resolve that his office be vacated

Executive Committee's expenses

- 40
- (1) The members of the Executive Committee may be paid such reasonable travelling, hotel and other expenses properly incurred by them and approved by the treasurer and any other officer)
 - (2) No expenses shall be paid in respect of travel within Cumbria)
 - (3) Members of the Executive Committee shall not be paid any remuneration

Executive Committee member's appointments

- 41 Except to the extent permitted by the Memorandum, no member of the Executive Committee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a member of the Executive Committee in any other contract to which the Charity is a party

Proceedings of members of the Executive Committee.

- 42 Subject to the provision of the Articles, the members of the Executive Committee may regulate their proceedings as they think fit A member of the Executive Committee may, and the secretary at the request of a member of the Executive Committee shall, call a meeting of the Executive Committee It shall not be necessary to give notice of a meeting to a member of the Executive Committee 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 chairperson shall have a second or casting vote
- 43 The quorum for the transaction of the business of the Executive Committee shall be five, provided that for so long as any member of the Executive Committee appointed on incorporation of the Charity shall remain a member of the Executive Committee, its quorum shall be two
- 44 The Executive Committee members may act notwithstanding any vacancies in their number, but, if the number of members of the Executive Committee is less than the number fixed as the quorum, the

continuing member or members of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting

- 45 The Chairman shall preside at every meeting of the Executive Committee at which he is present provided that if there is no member of the Executive Committee holding that office, or if the member of the Executive Committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to be chairperson of the meeting
- 46 The Executive Committee may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee
- 47 All acts done by a meeting of the Executive Committee, or a committee of members of the Executive Committee, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Committee 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 member of the Executive Committee and had been entitled to vote
- 48 A resolution in writing, signed by all members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee of members of the Executive Committee, shall be as valid and effective as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of members of the Executive Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more members of the Executive Committee
- 49 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Executive Committee and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two of the authorised signatories

Minutes

- 50 The Executive Committee shall keep minutes
- (1) of all appointments of officers made by the Executive Committee, and
 - (2) of all proceedings at meetings of the Charity and of the Executive Committee and of committees of members of the Executive Committee including the names of the members of the Executive Committee present at each such meeting

The Seal

- 51 The seal may only be used by the authority of the Executive Committee or of a committee of members of the Executive Committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Executive Committee and by the secretary or by a second member of the Executive Committee

Accounts

- 52 Accounts shall be prepared in accordance with the provisions of Part VII of the Act
- 53 All accounts will be subject to an audit in accordance with the requirements of the Charity Commission
- 54 The Charity shall appoint one or more qualified auditors and may determine their remuneration (if any) in general meeting

Annual Report

- 55 The Executive Committee shall comply with their obligations under the Charities Act 1992 (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

- 56 The Executive Committee shall comply with their obligations under the Charities Act 1992 (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

Communications

- 57 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served
- (1) by hand,
 - (2) by post,
 - (3) by suitable electronic means, or
- through publication in the Charity's newsletter or on the Charity's website
- "Electronic means" refers to communications addressed to specified individuals by telephone, fax or e-mail or, in relation to meetings, by telephone conference call or video conference
- 58 The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members
- 59 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (1) 24 hours after being sent by electronic means, posted on the Charity's website or delivered by hand to the relevant address,
 - (2) two clear days after being sent by first class post to that address,
 - (3) three clear days after being sent by second class or overseas post to that address,
 - (4) immediately on being handed to the recipient personally,

or, if earlier,

(5) as soon as the recipient acknowledges actual receipt

60 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

Indemnity

61 Subject to the provisions of the Act every member of the Executive Committee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement 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

- 62 (1) The Executive Committee 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
- (2) The Charity in general meetings shall have power to alter, add to or repeal the rules or bye laws and the Executive Committee 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