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COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
1610 LIMITED

(formerly named **SOMERSET LEISURE LIMITED** prior to Certificate of Incorporation on
Change of Name given at Companies House on 25th October 2011)

1 Name

The name of the company is 1610 Limited (the "Charity").

2 Registered office

The registered office of the Charity is in England and Wales.

3 Objects

The Charity has been established for public benefit (primarily for the community of and visitors to the County of Somerset and the wider South West region) for the following purposes (the "Objects")

- 3 1. The advancement and support of education, culture, arts, heritage and history including the provision of libraries, museums, galleries, learning and information centres, archives and other related services;
- 3 2 The provision or assistance in the provision of facilities for recreation or other leisure time occupation in the interests of social welfare such facilities being provided to the public at large save that special facilities may be provided to persons who by reason of their youth, age, infirmity or disability, poverty or social or economic circumstances may have need of special facilities or services,
- 3.3. The promotion and preservation of good health through community participation in healthy recreation, including by the provision of facilities for playing sport and physical activity;
- 3.4 The advancement of education in physical education and sport,
- 3 5 Such other charitable purposes beneficial to the public consistent with the objects above as the trustees shall in their absolute discretion determine.

4 Powers

The Charity has the power to do anything within the law which may promote or may help to promote the Objects or any of them In particular (but without limitation) the Charity has the following powers:

- 4.1. To promote or carry out research.
- 4 2. To provide advice.
- 4 3 To publish or distribute information in any form.
- 4.4 To co-operate with other bodies.

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- 4 5 To support, administer or set up other charities.
- 4 6 To raise funds.
- 4 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993).
- 4 8. To acquire, rent or hire property of any kind.
- 4 9 To let, licence or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4 10. To make grants or loans of money and to give guarantees.
- 4 11. To set aside funds for special purposes or as reserves against future expenditure.
- 4.12. To deposit or invest funds in any manner (but to invest only after taking such advice as the Trustees consider is reasonably necessary from such person as is reasonably believed by the Trustees to be qualified to give it by his ability in and practical experience of financial and other relevant matters)
- 4.13. To delegate the management of investments to any person provided that
 - 4 13.1. the investment policy is set out in writing by the Trustees;
 - 4 13.2 the performance of the investments is reviewed regularly with the Trustees;
 - 4 13.3. the investment policy and the delegation arrangement are reviewed at least once a year; all payments due to the delegate are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt by the delegate, and
 - 4 13.4. the delegate must not do anything outside the powers of the Trustees.
- 4 14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of any person to whom the management of investments is delegated and to pay any reasonable fee required.
- 4 15. To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4 16. To insure the Trustees against the costs of a successful defence to criminal proceedings brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17. Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.18. To enter into contracts to provide services to or on behalf of other bodies.
- 4.19. To establish or acquire subsidiary companies.
- 4 20. To collaborate with, merge with or acquire the business of any charitable entity that has objects the same as or similar to the Objects
- 4 21. To pay the costs of forming the Charity
- 4 22. To open and operate bank accounts and banking facilities.
- 4.23 To solicit and accept grants, donations, endowments, gifts, legacies and bequests of any assets on any terms.
- 4.24 To enter into any licence or sponsorship agreement.
- 4 25 To enter into any contract or agreement (including any finance lease).

5 Benefits to Members and Trustees

- 5 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity, but

- 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied,
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity,
 - 5.1.3. members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity, and
 - 5.1.4 members (including Trustees) who are also beneficiaries of the Charity may receive charitable benefits in that capacity.
- 5.2. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except.
- 5.2.1. as mentioned in clauses 4.16, 5.1(b), 5.1(c), 5.1(d) or 5.3;
 - 5.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 5.2.3. an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 5.2.4. payment to any company in which a Trustee has no more than a 1 per cent shareholding, and
 - 5.2.5. in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3. Any Trustee (or any firm, company or other entity of which a Trustee is a member, director or employee and in which he has a personal interest) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
- 5.3.1 the goods or services are actually required by the Charity,
 - 5.3.2. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services supplied and is set in accordance with the procedure in clause 5.4; and
 - 5.3.3. no more than one half of the Trustees are subject to or affected by such a contract in any financial year
- 5.4. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
- 5.4.1. declare an interest at or before discussion begins on the matter,
 - 5.4.2. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 withdraw during the vote and have no vote on the matter.

5.5 This clause may not be amended without the prior written consent of the Commission.

6 Limited liability

The liability of the members is limited

7 Guarantee

Every Member promises, if the Charity is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a Member

8 Dissolution

8 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied by the Trustees in the following ways

- 8 1.1. by transfer to one or more other bodies established for exclusively charitable purposes which the Trustees in their absolute discretion consider are within, the same as or similar to the Objects; and (subject thereto)
- 8 1.2. directly for the Objects or charitable purposes within or similar to the Objects; and (subject thereto)
- 8 1.3. in such other manner consistent with charitable status as the Commission may approve in writing in advance.

8 2 A final report and statement of account must be sent to the Commission

9 Interpretation

9 1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9 2 References to an Act of Parliament are references to the relevant Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association.

COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

1610 LIMITED

(formerly named SOMERSET LEISURE LIMITED prior to Certificate of Incorporation on Change of Name given at Companies House on 25th October 2011)

1 Membership

- 1 1 The number of Members with which the Charity proposes to be registered is unlimited.
- 1 2. The Charity must maintain a register of Members
- 1 3. The subscribers to the memorandum and the Trustees from time to time shall be the Members of the Charity
- 1 4. No person shall be admitted as a Member if such membership would cause the Charity to be a Regulated Company.
- 1 5. Membership is terminated if the Member concerned
 - 1.5.1. gives written notice of resignation to the Charity, or
 - 1 5 2 dies; or
 - 1 5 3 he or she ceases to be a trustee
- 1 6. Membership of the Charity is not transferable.
- 1 7. For the avoidance of doubt, neither the Council nor any other Local Authority may be admitted as a Member of the Charity.

2 General meetings

- 2 1 A general meeting may be called at any time by the Trustees and must be called in accordance with the terms of the Act within 21 days of a written request from the Members made in accordance with the Act.
- 2 2 Members are entitled to attend general meetings either personally or by proxy. General meetings are called on at least 14 clear days' written notice specifying the business to be discussed. 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.

Quorum

- 2 3 The quorum at any general meeting of the Charity shall be six Members entitled to attend and vote at the Meeting or one half of the Members entitled to attend and vote at the Meeting, whichever is the fewer, present in person or by proxy, provided that :
 - 2.3.1 the quorum shall never be less than two, and
 - 2 3.2 if the number of Members is an odd number, one half shall mean the next whole number above one half
- 2.4 If within 15 minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned to such other day and at such time as the Board may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the Members present in person or by proxy shall be a quorum.

Chair

2.5

- 2.5 1 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee elected by those present shall preside as chair at a general meeting. The chair may, with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn any meeting from time to time and from place to place as the chair shall determine.
- 2.5 2. If there is an equality of votes upon any resolution, the Chairman shall not have a second or casting vote and the resolution shall be lost.

Voting

- 2.6 A resolution put to the vote of a meeting will be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded by the chair or by at least two Members present in person or by proxy.
- 2.7. Unless a poll is duly demanded a declaration by the chair that a resolution has been 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.
- 2.8. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair 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.
- 2 9. A poll shall be taken as the chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 2.10 A poll demanded on the election of a chair or on a question of adjournment will be taken forthwith. A poll demanded on any other question will be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll will 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 will continue as if the demand had never been made.
- 2 11. 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 seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 2 12 If at any general meeting the number of Members attending the meeting who are Local Authority Persons is such that, if all the Members in attendance voted on a resolution of the Members, the number of votes cast by Local Authority Persons would be 20% or more of the total votes cast by the Members present, then the number of votes cast by those Local Authority Persons shall be reduced pro rata so that the votes cast by Local Authority Persons represent less than 20% of the votes cast by the Members.
- 2 13. Subject to article 2.11, a show of hands or a poll every Member present in person or through their authorised representative or by proxy shall have one vote.

Written resolutions

- 2.14. A written resolution passed in accordance with the Act is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document). A written resolution passed under this Article will lapse if not passed before the end of one calendar month beginning with the circulation date (as defined in section 290 Companies Act 2006).

3 The Trustees

- 3.1. The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The first Trustees shall be the persons notified to Companies House as the first directors of the Charity on incorporation
- 3.3 The number of Trustees shall be not be less than two no more than twelve.
- 3.4 The Council shall have the right (subject to Article 3.6) to appoint two Trustees (who may be Local Authority Persons) and to remove the Trustee(s) appointed by them, in each case by written notice to the Charity
- 3.5 The number of Trustees appointed under Article 3.7 may not exceed ten
- 3.6 The number of Local Authority Persons on the Board may not exceed 20% of the total number of Trustees. If the number of Local Authority Persons on the Board would exceed 20% of the total number of Trustees by reason of a reduction in the number of Trustees, the Local Authority Person who has been in office as a Trustee the longer shall immediately cease to be a Trustee.
- 3.7 The Members may from time to time resolve by ordinary resolution to appoint a person who is willing to act to be a Trustee, save that no appointment may be made that would result in the Charity being a Regulated Company
- 3.8. The Trustees may from time to time resolve to appoint a person who is willing to act to be a Trustee, either to fill a vacancy, or as an additional Trustee save that no appointment may be made that would result in the Charity being a Regulated Company. Such a Trustee shall remain in office until the first anniversary of their appointment as a Trustee unless before that date he or she has been appointed as a Trustee in accordance with article 3.7.
- 3.9. Subject to article 3.10, a Trustee shall be appointed to serve a term of office of up to three years. A Trustee shall retire as a Trustee on the third anniversary of his or her appointment unless reappointed as a Trustee in accordance with article 3.7. A Trustee may serve up to three consecutive terms of office of up to three years each, but must step down as a Trustee at the expiry of his or her third term of office and may not be reappointed as a Trustee until the period of a year has expired since his or her retirement.
- 3.10 The First Trustees shall retire on the third anniversary of the incorporation of the Charity but shall be eligible to be reappointed in accordance with Article 3.9
- 3.11. Every Trustee will hold office until he or she retires in accordance with article 3.9 or 3.10, or vacates office in accordance with article 3.12

Vacation of office

- 3.12. A Trustee's term of office automatically terminates if he or she:
 - 3.12.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
 - 3.12.2. is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.12.3. is absent from two consecutive meetings of the Trustees without the consent of the Trustees
 - 3.12.4. is removed as a Trustee pursuant to the Act;
 - 3.12.5 resigns by written notice to the Trustees (but only if at least 2 Trustees will remain in office),
 - 3.12.6. becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the Court for an interim order in respect of a voluntary arrangement;
 - 3.12.7. the Trustees resolve that it is undesirable in the interests of the Charity that he or she remains a Trustee of the Charity;
 - 3.12.8. is nominated by the Council and is removed as a Trustee by the Council by written notice to the Charity; or

- 3 12.9. becomes a Local Authority Person and as a result the percentage of Local Authority Persons on the Board is 20% or more; or
- 3 12.10. in the circumstances set out in Article 3.6.
- 3 13. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Board.

4 Proceedings of the Board

- 4.1 The Trustees must hold at least two meetings of the Board each year.
- 4.2 The quorum at a meeting of the Trustees shall be determined by the Board and unless and until it is determined shall be six Trustees entitled to attend and vote at the Meeting or one half of the Trustees entitled to attend and vote at the Meeting, whichever is the fewer provided that
- 4.2 1. the quorum shall never be less than two; and
- 4.2 2. if the number of Members is an odd number, one half shall mean the next whole number above one half.
- 4 3 A meeting of the Board may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants although they need not be able to see each other.
- 4 4. The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present (who may not be a Local Authority Person) will preside as chair at each meeting
- 4 5. Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all of the Trustees entitled to receive notice of a meeting of Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document).
- 4 6. Every Trustee has one vote on each issue For the avoidance of doubt, the Chairman does not have a second or casting vote
- 4 7. If at any Trustees' meeting the number of Trustees attending the meeting who are Local Authority Persons is such that, if all the Trustees in attendance voted on a resolution of the Trustees, the number of votes cast by Local Authority Persons would be 20% or more of the total votes cast by the Trustees present, then the number of votes cast by those Local Authority Persons shall be reduced pro rata so that the votes cast by Local Authority Persons represent less than 20% of the votes cast by the Trustees
- 4.8 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 4.9 A Trustee may not appoint an alternate or anyone to represent the Trustee at a meeting of the Trustees

5 Powers of Trustees

- 5 1 The Trustees have the following powers in the administration of the Charity
- 5 1.1 to appoint (and remove) any person or corporate entity (who may also be a Trustee) to act as Secretary to the Charity in accordance with the Act;
- 5 1.2. to appoint a Chairman, Treasurer and other honorary offices from among their numbers (save that the Chairman may not be a Local Authority Person),
- 5 1 3. to make standing orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings;
- 5.1.4. to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees and to govern the admittance and terms of reference for associate members,
- 5 1.5 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity; and

- 5.1.6 to exercise any powers of the Charity which are not reserved to a general meeting.

Committees

- 5 2 The Trustees may delegate any of their powers, authorities and discretions (with power to sub-delegate) for such time on such terms and subject to such conditions as it thinks fit to any committee consisting of one or more Trustees and (if thought fit) one or more other persons provided that:
- 5.2.1. A majority of the members of a committee shall be Trustees; and
 - 5 2 2. A minority of the members of a committee shall be Local Authority Persons; and
 - 5 2 3 Only the members of the committee who are Trustees shall be counted towards any quorum and be entitled to vote on any resolution of a committee; and
 - 5.2.4. If at any committee meeting the number of committee members attending the meeting who are Local Authority Persons is such that, if all the committee members in attendance voted on a resolution of the committee members, the number of votes cast by Local Authority Persons would be 20% or more of the total votes cast by the committee members present, then the number of votes cast by those Local Authority Persons shall be reduced pro rata so that the votes cast by Local Authority Persons represent less than 20% of the votes cast by the committee members
- 5.3. Subject to any terms and conditions expressly imposed by the Trustees, the proceedings of a committee with 2 or more members shall be governed by such of these Articles as regulate the proceedings of the Trustees so far as they are capable of applying.
- 5 4. Every committee set up under these Articles shall keep minutes of for every meeting and such minutes shall be provided to the Chairman of the Trustees within 7 days of the committee meeting

6 Records & accounts

- 6 1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 6.1.1. annual reports;
 - 6 1.2. annual returns; and
 - 6.1.3. annual statements of account
- 6.2. The Trustees must keep proper records of
- 6 2.1. all proceedings at general meetings;
 - 6 2 2 all proceedings at meetings of the Trustees;
 - 6.2.3. all reports of committees; and
 - 6.2.4. all professional advice obtained.
- 6 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by Members who are not Trustees if the Trustees so decide.
- 6.4. A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months of such request.

7 Notices

- 7 1. Notices under these Articles may be sent by hand, or by post or by suitable electronic means.
- 7 2. The only address at which a member is entitled to receive notices is the address shown in the register of members.

- 7.3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 7.3.2. two clear days after being sent by first class post to that address;
 - 7.3.3 three clear days after being sent by second class or overseas post to that address,
 - 7.3.4. on being handed to the member (or, in the case of a member organisation, its authorised representative) personally, or, if earlier
 - 7.3.5 as soon as the member acknowledges actual receipt
- 7.4. A technical defect in the giving of notice of a meeting of which the Trustees are unaware at the time does not invalidate decisions taken at that meeting.

8 Indemnity

The Charity may indemnify any Trustee against any liability incurred by him or her in that capacity, to the extent permitted by the Act.

9 Dissolution

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

10 Interpretation

In the Memorandum and in these Articles

- 10.1. "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
- "these Articles" means these articles of association
- "Board" means the Board of Trustees of the Charity
- "Chairman" means the chair of the Board appointed in accordance with Article 5.1 (b)
- "the Charity" means the company governed by these Articles
- "charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993
- "clear day" means 24 hours from midnight following the relevant event
- "the Commission" means the Charity Commission for England and Wales
- "the Council" means Somerset County Council or any successor body
- "Local Authority" means the Council and/or any other county, county borough, district, parish or community council with which the Charity has a business relationship within the meaning of section 69 of the Local Government and Housing Act 1989
- "Local Authority Person" means a person who is associated with a Local Authority for the purposes of Section 69 Local Government and Housing Act 1989
- "material benefit" means a benefit which may not be financial but has a monetary value
- "Member" and "Membership" refer to the members of the Charity for the purposes of, and as defined by, the Act and their membership of the Charity
- "Memorandum" means the Charity's memorandum of association
- "month" means calendar month
- "Regulated Company" means a company deemed to be regulated for the purposes of the Local Government and Housing Act 1989 and Local Authorities (Companies) Order 1995 and any subsequent amendments thereto
- "Secretary" means the secretary of the Charity
- "Trustee" means each of the directors of the Charity under the Act (and "Trustees" means all of the directors)

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year

10 2 Expressions defined in the Act have the same meaning.

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