

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **12292450**

The Registrar of Companies for England and Wales, hereby certifies that

COLLYHURST COMMUNITY ENTERPRISES LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **31st October 2019**



* N12292450C *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **31/10/2019**

X8H87655

Company Name in full:

COLLYHURST COMMUNITY ENTERPRISES LTD

Company Type:

Private company limited by guarantee

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM M40 7GE**

Sic Codes:

82990

Proposed Officers

Company Director ***1***

Type: **Person**

Full Forename(s): **MR JOHN REDMOND**

Surname: **COMPTON**

Service Address: **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM M40 7GE**

***Country/State Usually
Resident:*** **UNITED KINGDOM**

Date of Birth: ****/11/1971** ***Nationality:*** **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Company Director **4**

Type: **Person**

Full Forename(s): **MR DAVID HENRY**

Surname: **RIGBY**

Service Address: **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM M40 7GE**

***Country/State Usually
Resident:*** **UNITED KINGDOM**

Date of Birth: ****/12/1959** ***Nationality:*** **BRITISH**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR JOHN REDMOND COMPTON**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/11/1971** ***Nationality:*** **BRITISH**

Service Address: **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Individual Person with Significant Control details

Names: MRS DIANE LESLEY ROBERTS

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/12/1961 ***Nationality:*** BRITISH

Service Address: 35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Individual Person with Significant Control details

Names: MS ALEXANDRA JULIA PHILLIPS

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/05/1978 ***Nationality:*** BRITISH

Service Address: 35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Individual Person with Significant Control details

Names: MR DAVID HENRY RIGBY

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/12/1959 ***Nationality:*** BRITISH

Service Address: 35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person has the right to exercise, or actually exercises, significant influence or control over the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **JOHN REDMOND COMPTON**

Address **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE**

Amount Guaranteed **1**

Name: **DIANE LESLEY ROBERTS**

Address **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE**

Amount Guaranteed **1**

Name: **ALEXANDRA JULIA PHILLIPS**

Address **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE**

Amount Guaranteed **1**

Name: **DAVID HENRY RIGBY**

Address **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE**

Amount Guaranteed **1**

Name: **ROBERT GEORGE HANCOCK**

Address **35-39 SOUTHCHURCH PARADE
COLLYHURST
MANCHESTER
UNITED KINGDOM
M40 7GE**

Amount Guaranteed **1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **COFORM COMPANY SERVICES LTD**

Agent's Address: **FERHILLS BUSINESS CENTRE TODD STREET
BURY
GTR MANCHESTER
UNITED KINGDOM
BL9 5BJ**

Authorisation

Authoriser Designation: **agent**

Authenticated **YES**

Agent's Name: **COFORM COMPANY SERVICES LTD**

Agent's Address: **FERHILLS BUSINESS CENTRE TODD STREET
BURY
GTR MANCHESTER
UNITED KINGDOM
BL9 5BJ**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of *COLLYHURST COMMUNITY ENTERPRISES LTD*

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Mr John Redmond Comptom
Mrs Diane Lesley Roberts
Ms Alexandra Julia Phillips
Mr David Henry Rigby
Mr Robert George Hancock

Dated: 31 October 2019

ARTICLES OF ASSOCIATION OF COLLYHURST COMMUNITY ENTERPRISES

1. The company's name is Collyhurst Community Enterprises (and in this document it is called the "company").

2. Interpretation

In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the company;

"the articles" means the company's articles of association;

"the company" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a 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;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company;

"the directors" means the directors of the company;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the company's memorandum of association;

"officers" includes the directors and the secretary (if any);

"secretary" means any person appointed to perform the duties of the secretary of the company;

"section" means a special interest group comprised of individual members and/or associate members of the company and established in accordance with Article 11;

“stakeholders” means associations, agencies and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) active in the area of benefit (including non-member associations, agencies and organisations);

“the United Kingdom” means Great Britain and Northern Ireland;

and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the company.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of members

3.1 The liability of the members is limited.

3.2 Every member of the company promises, if the company is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the company incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. Objects

4.1 The company’s objects (“Objects”) are specifically restricted to the following:

- a. The promotion for the benefit of the public of urban regeneration in Collyhurst and surrounding areas which are areas of social and economic deprivation by:

1. The provision of financial assistance, technical assistance or business advice or consultancy in order to provide training and employment opportunities for unemployed and socially and economically excluded people in financial or other need through help:

- (i) in setting up their own business;
- (ii) to existing businesses;
- (iii) to establish charitable or social organisations, not for profit companies, social enterprises.

- b. The creation of training and employment opportunities by the provision of workspace, buildings, and/or land for use on favourable terms:

- c. The maintenance, improvement or provision of public amenities:

- d. The preservation of buildings or sites of historic or architectural importance:

- e. The provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of such facilities:
- f. The protection or conservation of the environment:
- g. Such other means as may from time to time be determined by the board of directors"

4.2 The Company shall be non-party in politics and non-sectarian in religion

5. Powers

The company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the company has power:

- 5.1 to co-operate with other voluntary organisations, statutory authorities and individuals;
- 5.2 to promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the area of benefit;
- 5.3 to acquire and distribute funds and to assist in the provision of grants to individuals and community organisations in the area of benefit;
- 5.4 to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- 5.5 to collect and disseminate information on all matters relating to the Objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- 5.7 to raise funds. In doing so, the company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 5.8 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.9 to sell, lease or otherwise dispose of all or any part of the property belonging to the company;
- 5.10 to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 5.11 to co-operate with other companies, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- 5.12 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.13 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company;
- 5.14 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.15 to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- 5.16 to deposit or invest funds;
- 5.17 to employ a professional fund-manager; and
- 5.18 to provide indemnity insurance for the directors

6. Application of income and property

6.1 The income and property of the company shall be applied solely towards the promotion of the Objects and is restricted to the area of Collyhurst and the surrounding areas of social and economic deprivation.

6.2.1 A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.

6.2.2 A director may benefit from indemnity insurance cover purchased at the company's expense;

6.2.3 A director may receive an indemnity from the company in the circumstances specified in article 36;

6.3 None of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company. This does not prevent a member who is not also a director receiving:

6.3.1 a benefit from the company in the capacity of a beneficiary of the company;

6.3.2 reasonable and proper remuneration for any goods or services supplied to the company.

6.4 No director or connected person may:

6.4.1 buy any goods or services from the company on terms preferential to those applicable to members of the public;

6.4.2 sell goods, services, or any interest in land to the company;

6.4.3 be employed by, or receive any remuneration from, the company;

6.4.4 receive any other financial benefit from the company; unless:

6.4.4.1 the payment is permitted by article 6.5; or

6.4.4.2 the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

6.5 A director or connected person may:

6.5.1 receive a benefit from the company in the capacity of a beneficiary of the company provided that a majority of the directors do not benefit in this way;

6.5.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the company where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993;

6.5.3 subject to article 6.6, provide the company with goods that are not supplied in connection with services provided to the company by the director or connected person;

6.5.4 receive interest on money lent to the company at a reasonable and proper rate;

6.5.5 receive rent for premises let by the director or connected person to the company if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;

6.5.6 take part in the normal trading and fundraising activities of the company on the same terms as members of the public.

6.5.7 The directors may arrange for the purchase, out of the funds of the company, of insurance designed to indemnify the directors.

6.6 The company and its directors may only rely upon the authority provided by article 6.5.3 if each of the following conditions is satisfied:

6.6.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:

6.6.1.1 the company or its directors (as the case may be); and

6.6.1.2 the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the company

6.6.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

6.6.3 The other directors are satisfied that it is in the best interests of the company to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.

6.6.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the company.

6.6.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

6.6.6 The reason for their decision is recorded by the directors in the minute book.

6.6.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6.4.

6.7.1 In articles 6.2 to 6.4 "company" shall include any company in which the company: holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more directors to the directors of the company;

6.7.2 In article 6.4, 6.5. and 6.6 "connected person" means:

6.7.2.1 a child, parent, grandchild, grandparent, brother or sister of the director;

6.7.2.2 the spouse or civil partner of the director or of any person falling within article 6.7.2.1;

6.7.2.3 a person carrying on business in partnership with the director or with any person falling within article 6.7.2.1 or 6.7.2.2;

6.7.2.4 an institution which is controlled –

- (a) by the director or any connected person falling within articles 6.7.2.1 to 6.7.2.3; or
- (b) by two or more persons falling within sub-paragraph (a), when taken together

6.7.2.5 a body corporate in which –

- (a) the director or any connected person falling within articles 6.7.2.1 to 6.7.2.3 has a substantial interest; or
- (b) two or more persons falling within sub-paragraph (a) above who, when taken together, have a substantial interest.

7. Members

7.1 The subscribers to the memorandum are the first members of the company.

7.2 Membership shall be open, irrespective of sex, sexual orientation, age, disability, race, nationality, or political, religious or other opinions to individuals and organisations who:

7.2.1 live and work in the Collyhurst area of Manchester or can demonstrate familial or substantive ties to the area;

7.2.2 apply to the company in the form required by directors, and

7.2.3 are approved by the directors

7.3 Applicants for membership must

7.3.1 apply to the company in the form required by the directors and

7.3.2 be approved by the directors.

7.4 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the company to refuse the application.

7.5 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision

7.6 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

7.5 Membership is not transferable.

7.6 The directors must keep a register of names and addresses of the members.

8. Classes of membership

8.1 The directors may by resolution to the board establish additional classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

8.1.1 All members under the age of 16 will be classed as Junior Members.

8.1.2 All organisations in membership will be classed as Associate Members.

8.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

8.3 The rights attached to a class of membership may only be varied if:

8.3.1 three-quarters (3/4) of the members of that class consent in writing to the variation;
or

8.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

8.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

9. Voting rights and appointment of representatives

9.1 Junior members have the right to attend general meetings of the company but have no right to vote at general meetings of the company.

9.2 Associate members may attend as observers but shall not have the right to vote at general meetings of the company.

10. Termination of membership: membership is terminated if:

10.1 the member dies or, if it is an organisation, ceases to exist;

10.2 the member resigns by written notice to the company unless, after the resignation, there would be fewer than two members;

10.3 any sum due from the member to the company is not paid in full within six months of it falling due;

10.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

10.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;

10.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

11. General meetings

11.1 The company must hold its first annual general meeting within eighteen months after the date of its incorporation.

11.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

11.3 The directors may call a general meeting at any time.

12. Notice of general meetings

12.1 The minimum period of notice required to hold a general meeting of the company is fourteen clear days.

12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

12.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 14

12.4 The notice must be given to all the members and to the directors and auditors.

12.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the company.

13. Proceedings at general meetings

13.1 No business shall be transacted at any general meeting unless a quorum is present.

13.2 A quorum is:

15.2.1 Three (3) members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

15.2.2 One tenth (1/10) of the total membership at the time whichever is the greater.

13.3 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

13.4 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

13.5 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

13.6 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

13.7 If there is only one director present and willing to act, he or she shall chair the meeting.

13.8 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

13.9 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

13.10 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

13.11 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

13.12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

13.13 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

13.13.1 by the person chairing the meeting; or

13.13.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

13.13.3 By a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

13.14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.

13.15 The following articles deal with a call for a poll.

13.15.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

13.15.2 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

13.15.3 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

13.15.4 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

13.15.5 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

13.15.6 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

13.15.7 The poll must be taken within thirty days after it has been demanded.

13.15.8 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

13.15.9 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

14. Content of proxy notices

14.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

14.1.1 states the name and address of the member appointing the proxy;

14.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

14.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

14.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

14.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

14.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

14.4 Unless a proxy notice indicates otherwise, it must be treated as —

14.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

14.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

15. Delivery of proxy notices

15.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

15.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

15.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

15.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

16. Written resolutions

16.1 Other than in the case of a resolution to remove a director or auditor before the expiry of their office, a resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

16.1.1 a copy of the proposed resolution has been sent to every eligible member;

16.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75% of members) has signified its agreement to the resolution; and

16.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

16.2 A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it. The document indicating a member's approval of a written resolution must be sent to the company in hard copy form or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.

16.3 A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

16.4 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

16.5 In the case of a member that is an organisation, its authorised representative may signify its agreement.

17. Votes of members

17.1 Subject to article 8, every full member shall have one vote.

17.2 No member shall be entitled to vote in any specific capacity at any general meeting unless all moneys then payable to the company have been paid.

17.3 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 shall be referred to the chair whose decision shall be final and conclusive..

18. Directors

18.1 A director must be a natural person aged 16 years or older.

18.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 22.

18.3 The number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

18.4 The first directors shall be those persons notified to Companies House as the first directors of the company

18.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

18.6 The directors shall have general management and control of the affairs and assets of the company. The directors are both the directors of the company for the purposes of the Companies Acts and company trustees for the purposes of the Charities Act, 1993. The directors must act reasonably and prudently in all matters relating to the company and must always bear in mind the interests of the company to the exclusion of personal prejudices and interests.

18.7 The first directors of the company shall be deemed to have been appointed under the articles. The first directors shall have power to appoint further directors who shall hold office until the end of the first annual general meeting. Such directors shall have power to elect a Chairman and Vice-Chairman. Subject to this, the Board shall consist of the following directors:

18.7.1 up to [12] individuals elected by full members and by the authorised representatives of affiliated members and statutory authority members at the Annual General Meeting;

18.7.2 up to [3] individuals co-opted by the Board who shall serve on the Board until the conclusion of the next Annual General Meeting;

18.7.3 up to [2] individuals appointed by the Collyhurst Big Local Partnership.

18.8 Full members shall be entitled by ordinary resolution at a general meeting of the company to elect any full member, or associate member willing to act to be a director either to fill a vacancy or as an additional director PROVIDED THAT the number of persons in office at any one time who have been so appointed by the members shall not exceed [12] (or such other maximum number as may be determined by the company in general meeting).

18.9 Any election of directors made under article 18.8 shall be minuted and the minutes shall be signed by the chair of the meeting and submitted to the secretary.

18.10 Every director shall upon election or appointment receive a copy of the company's articles.

18.11 In order to be eligible to vote at any meeting of the directors, every director must-

18.11.1 be or become a full or associate member of the company and

18.11.2 sign a declaration of willingness to act as a company trustee of the company.

18.12 Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation (if applicable) in which any additional directors are to retire.

18.13 The directors may appoint a person who is willing to act to be a director either to fill vacancy or as an additional director PROVIDED THAT 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. 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 (if applicable) at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.

18.14 A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

18.15 An employee of the company shall not be eligible to be a director, or member of any section committee or any sub-committee of the company, but may be invited to attend such committees as a non-voting adviser.

19. Powers of directors

19.1 The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

19.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

19.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

19.4 The directors have power to do anything which is calculated to further the company's Objects or is conducive or incidental to doing so. In particular, the directors have power-

19.4.1 to exercise the company's power to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue any securities, whether outright or as security for any debt, liability or obligation of the company or of any third party subject to such consents as may be required by law.

20. Appointment of directors

20.1 The company may by ordinary resolution:

20.1.1 appoint a person who is willing to act to be a director; and

20.1.2 determine the rotation in which any additional directors are to retire.

20.2 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:

20.2.1 he or she is recommended for re-election by the directors; or

20.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the company is given a notice that:

20.2.2.1 is signed by a member entitled to vote at the meeting;

20.2.2.2 states the member's intention to propose the appointment of a person as a director;

20.2.2.3 contains the details that, if the person were to be appointed, the company would have to file at Companies House; and

20.2.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

20.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

20.4 The directors may appoint a person who is willing to act to be a director.

20.5 A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.

20.6.1 The appointment of a director, whether by the company in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

21. Retirement of directors

21.1 At the first annual general meeting and at each subsequent annual general meeting one-third of those directors not nominated by the Collyhurst Big Local partnership shall retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. If the number of directors who may be subject to retirement is not a multiple of three, the next highest number to one-third shall retire. Those longest in office shall retire first and the choice between any of equal service shall be made by drawing lots. If there is only one director he or she must retire.

21.2 A director who retires at an annual general meeting may, if willing to act, be re-elected. If the company does not fill the vacancy created by his or her resignation, he or she shall, if willing to act, be deemed to have been re-elected unless at the meeting it is resolved not to

fill the vacancy or unless a resolution for the re-election of the director has been put to a meeting and lost. If he or she is not re-elected he or she shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.

21.3 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

22. Disqualification and removal of directors

22.1 A director shall cease to hold office if he or she:

22.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

22.1.2 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);

22.1.3 ceases to be a member of the company;

22.1.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

22.1.5 resigns as a director by notice to the company (but only if at least three directors will remain in office when the notice of resignation is to take effect);

22.1.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or

22.1.7 is removed by ordinary resolution of the members of the company present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views; or,

22.1.8 if the director is nominated by the Collyhurst Big Local Partnership a written and signed notification of removal of that director is received by the directors of the company from the authorised representative of the Collyhurst Big Local Partnership (but only if at least three directors will remain in office when the notice of removal is to take effect).

22.2 Where a director is an authorised representative of the Collyhurst Big Local Partnership his or her term of office automatically terminates if:

22.2.1 his or her approval to be a nominated director is withdrawn in writing by an authorised representative of the Collyhurst Big Local;

22.2.2 or the Collyhurst Big Local Partnership is wound up or ceases to exist.

23. Remuneration of directors

The directors must not be paid any remuneration unless it is authorised by article 6.

24. Proceedings of directors

24.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

24.2 Any director may call a meeting of the directors.

24.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.

24.4 Questions arising at a meeting shall be decided by a majority of votes.

24.5 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

24.6 A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

24.7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.

24.8 The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.

24.9 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

24.10 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

24.11 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

24.12 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

24.13 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

24.14 A resolution in writing or in electronic form agreed by a simple majority of all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a

meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:

24.14.1 a copy of the resolution is sent or submitted to all the directors eligible to vote; and

24.14.2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

24.15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

25. Delegation

25.1 The directors may delegate any of their functions to sub-committees and to define the terms of reference of any sub-committee and determine its composition and the duration of its activities but the terms of any delegation must be recorded in the minute book.

25.2 The directors may impose conditions when delegating, including the conditions that:

25.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

25.2.2 no expenditure may be incurred on behalf of the company except in accordance with a budget previously agreed with the directors.

25.3 The directors may revoke or alter a delegation.

25.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

26. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the company which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the company and any personal interest (including but not limited to any personal financial interest).

27. Conflicts of interests

27.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

27.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person

27.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

27.1.3 the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying.

27.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

28. Validity of directors' decisions

28.1 Subject to article 28.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

28.1.1 who was disqualified from holding office;

28.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

28.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

28.1.4 the vote of that director; and

28.1.5 that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.

28.2 Article 28.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 28.1, the resolution would have been void, or if the director has not complied with article 26.

29. Advisers to the directors

29.1 There are two types of advisers to the directors: advisers elected by junior members and advisers appointed by the directors. Junior members are given the special right to elect advisers as provided hereunder because they are not entitled to vote at general meetings of the company.

29.2 Junior members shall be entitled from time to time and at any time to elect any person who is willing to act to be an adviser to the directors (without the right to vote), and to remove a person appointed by them as an adviser to the directors from office provided always that the number of advisers to the directors appointed by them and in office at any one time shall not exceed two. Any such election or removal shall take place in accordance with the standing orders.

29.3 Every such election or removal shall be by notice in writing, signed by a majority of the members under 16 years of age and given to the secretary and shall take effect upon receipt.

29.4 The directors may at any time and from time to time appoint any person of any age to the position of adviser to the directors.

29.5 An adviser to the directors shall advise and assist the directors but shall not attend meetings of the directors except at the invitation of the directors, and when present at meetings of the directors he or she shall not be entitled to vote, nor be counted in the quorum, but subject to this he or she shall as adviser to the directors have such powers, authorities and duties as the directors may in the particular case from time to time determine.

29.6 An adviser to the directors shall not be deemed a director for any of the purposes of the articles or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Companies Acts.

29.7 Without prejudice to any rights or claims the adviser to the directors may have under any contract with the company, any appointment as an adviser may be terminated by the directors at any time.

29.8 An adviser may receive such remuneration (if any) in addition to the remuneration received as an employee of the company as the directors shall from time to time determine.

30. Minutes The directors must keep minutes of all appointments of officers made by the directors; proceedings at meetings of the company; meetings of the directors and committees of directors including:

30.1 the names of the directors present at the meeting;

30.2 the decisions made at the meetings; and

30.3 where appropriate the reasons for the decisions.

31. Accounts

31.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Directors or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

31.2 The directors must keep accounting records as required by the Companies Acts.

32. Means of communication to be used

32.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

32.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

32.3 Any notice to be given to or by any person pursuant to the articles must be in writing or must be given in electronic form.

32.4 The company may give any notice to a member either:

32.4.1 personally; or

32.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

32.4.3 by leaving it at the address of the member; or

32.4.4 by giving it in electronic form to the member's address.

33.5 A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.

33.6 A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

33.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

33.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

33.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

35.9.1 48 hours after the envelope containing it was posted; or

35.9.2 in the case of an electronic form of communication, 48 hours after it was sent

34. Indemnity

34.1 In the execution of their duties no director shall be liable:

34.1.1 for any loss to the property of the company by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment); or

34.1.2 for the negligence or fraud of any agent employed by him or her or by any other director in good faith (provided reasonable supervision shall have been exercised); and

34.1.3 by reason of any mistake or omission made in good faith by any Director other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

34.2 The company shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the company.

35. Standing orders

35.1 The directors may from time to time make such reasonable and proper standing orders as they may deem necessary or expedient for the proper conduct and management of the company.

35.2 The bye laws may regulate the following matters but are not restricted to them:

35.2.1 the admission of members of the company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

35.2.2 the conduct of members of the company in relation to one another, and to the company's employees and volunteers;

35.2.3 the setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose or purposes;

35.2.4 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

35.2.5 generally, all such matters as are commonly the subject matter of company rules.

35.3 The company in general meeting has the power to alter, add to or repeal the standing orders.

35.4 The directors must adopt such means as they think sufficient to bring the standing orders to the notice of members of the company.

35.5 The standing orders shall be binding on all members of the company. No standing order shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

36. Dissolution

If the directors by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the company it shall call a meeting of all members with power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting not less than 21 clear days notice (stating the terms of the resolution to be proposed) shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Commission. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the directors shall have power to dispose of any assets held by or in the name of the company. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to any company or

organisation with similar purposes to those of the company for the benefit of the inhabitants of the area of benefit as the directors shall decide. The directors shall notify the Commission or other authority having charitable jurisdiction promptly of the decision to dissolve the company.