



Memorandum and Articles of Association of Prudhoe Community Partnership

THE COMPANIES ACT 1985 COMPANY
LIMITED BY GUARANTEE
Registered no 05757621

Memorandum and Articles of Association

of

Prudhoe Community Partnership

Revised at AGM on 15th July 2009 and revised again at AGM on 20th June 2017

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
PRUDHOE COMMUNITY PARTNERSHIP

1 NAME

The name of the Company is **Prudhoe Community Partnership** ('the Charity')

2 REGISTERED OFFICE

The registered office of the Charity is to be in England

3 OBJECTS

The objects of the Charity are

- 3.1 The promotion for the public benefit of urban or rural regeneration in all its dimensions in areas of social and economic deprivation and in particular in Prudhoe in the County of Northumberland and surrounding areas by all or any of the following means
- a) the relief of poverty,
 - b) the relief of unemployment,
 - c) the advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience,
 - d) the provision of financial assistance, technical assistance or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help (1) in setting up their own business, or (11) to existing businesses,
 - e) the creation of training and employment opportunities by the provision of workspace, buildings, and/or land for use on favourable terms,
 - f) the provision of housing for those who are in conditions of need and the improvement of housing in the public sector or in charitable ownership provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing,
 - g) the maintenance and improvement or provision of public amenities
 - h) the preservation of buildings or sites of historic or architectural importance,
 - 1) the provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities,

- J) the protection or conservation of the environment
- k) the provision of public health facilities and childcare,
- l) the promotion of public safety and prevention of crime,
- m) such other means as may from time to time be determined subject to the prior written consent of the Charity Commissioners for England and Wales

3.2 The advancement of public education in the arts

3.3 The promotion of such other charitable purposes for the general benefit of the public or sections of the public (including individual communities defined by the geographical areas in which they live or work or their ethnic origins) as the Charity shall think fit

4 POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects

- a) To promote or carry out research
- b) To provide advice
- c) To publish or distribute information
- d) To co-operate with other bodies
- e) To support, administer or set up other charities
- f) To raise funds (but only in accordance with the restrictions imposed by the Charities Act 2011) (www.legislation.gov.uk/ukpga/2011/25/contents)
- g) To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- h) To acquire or hire property of any kind
- i) To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- j) To make grants or loans of money and to give guarantees
- k) To set aside funds for special purposes or as reserves against future expenditure
- l) To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)

To delegate the management of investments to a financial expert, but only on terms that

- the investment policy is set down in writing for the financial expert by the Directors
- every transaction is reported promptly to the Directors
- the performance of the investments is reviewed regularly with the Directors
- the Directors are entitled to cancel the delegation arrangement at any time
- the investment policy and the delegation arrangement are reviewed at least once a year

- all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt
- the financial expert must not do anything outside the powers of the Directors
 - n) 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 Directors or of a financial expert acting under their instructions and to pay any reasonable fee required
 - o) To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
 - p) To insure the Directors against the costs of a successful defence to a criminal prosecution 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 Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
 - q) Subject to clause 5, to employ paid or unpaid agents, staff or advisers
 - r) To enter into contracts to provide services to or on behalf of other bodies
 - s) To establish subsidiary companies to assist or act as agents for the Charity
 - t) To pay the costs of forming the Charity
 - u) To do anything else within the law which promotes or helps to promote the Objects

5 BENEFITS TO MEMBERS AND DIRECTORS

- 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
- a) members who are not Directors may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - b) members (including Directors) may be paid interest at a reasonable rate on money lent to the Charity
 - c) members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - d) individual members who are not Directors but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
- a) as mentioned in clauses 4.1p, 5.1b, 5.1c or 5.3
 - b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - c) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - d) Payment to any company in which a Director has no more than a one per cent shareholding
 - e) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Director (or any firm or company of which a Director is a member or employee) 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:
- a) the goods or services are actually required by the Charity
 - b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4

Memorandum and Articles of Association of Prudhoe Community Partnership

- c) no more than one half of the Directors are subject to such a contract in any financial year

5.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must

- a) declare an interest at or before discussion begins on the matter
- b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information
- c) not be counted in the quorum for that part of the meeting
- d) 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

6.1 The liability of members is limited

7 GUARANTEE

7.1 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 in one or more of the following ways

- a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
- b) directly for the Objects, or charitable purposes within or similar to the Objects
- c) in such other manner consistent with charitable status as the Commission 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 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

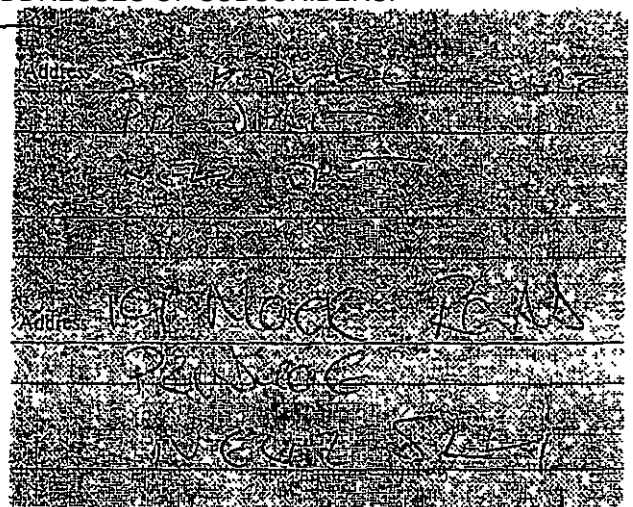
NAMES, SIGNATURES & ADDRESSES OF SUBSCRIBERS.

Name CHARLES HENRY HAYE

Signature *CH Hye*

Name TONY REED

Signature *T Reed*

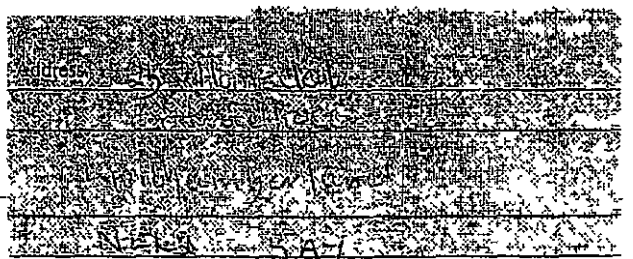


Dated this 26th day of February 2006

WITNESS TO THE ABOVE SIGNATURES

Name LORNA GARRETT,

Signature *Lorna Garrett*



Document updated August 2021

Caroline Warburton – Chair of Trustees

The Companies Acts 1985 – amended to Companies Act 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF PRUDHOE COMMUNITY PARTNERSHIP,
Registered Company No 05757621

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General structure

- 1 The structure of the charity consists of
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts, in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves,
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the charity, in particular, the directors are responsible for monitoring the financial position of the charity

Qualifications for membership

- 2 The members of the charity shall consist of the subscribers to the memorandum of association and such other persons and bodies as are admitted to membership under articles 3 to 7
- 3 Membership shall be open to
 - (a) any person who has attained the age of eighteen years and who is in agreement with the objects of the charity, without discrimination between persons by reference to wealth, politics, race, religion, age, disability, sex or sexual orientation, and
 - (b) any society, company, public authority or unincorporated association which is in agreement with the objects of the charity,

PROVIDED THAT only persons and organisations shall be admitted who qualify for one of the membership categories specified in article 4

- 4 Every member upon admission shall be allocated one of the following categories of membership at the absolute discretion of the directors
- (a) **'Local people'** shall be individual members who live and/or work in Prudhoe and surrounding areas and support the objects of the charity,
 - (b) **'Supporting organisations'** shall be organisations which support the objects of the charity and have an interest in the charity primarily by virtue of providing funds, facilities, advice or other practical support to the charity
- 5 In order that the charity shall not become subject to local authority influence for the purposes of Section 69 of the Local Government and Housing Act 1989 (or any statutory modification or re-enactment thereof) no local authority shall at any time be admitted to membership of the charity or the board of directors (as the case may be) if
- (a) more than 19% (or such other percentage as may from time to time apply for the like purpose) of the total voting rights of all the members of the charity having the right to vote at a general meeting of the charity would be held by persons who are associated with the authority as mentioned in sub-section (5) of the said Section 69, or
 - (b) more than 19% (or such other percentage as may from time to time apply for the like purpose) of the board of directors would be persons so associated with it, or
 - (c) more than 19% (or such other percentage as may from time to time apply for the like purpose) of the total voting rights at a meeting of the board of directors would be held by persons who are so associated
- 6 In the event that a change of membership of the charity or in the composition of the board of directors occurs such as to cause, in respect of a local authority already in membership of the charity or in respect of which there are already persons associated with it serving as directors, the percentages referred to in (a) above to be exceeded, all voting rights of such local authority and of any persons associated with it shall forthwith be suspended until such time as the circumstances which resulted in such suspension cease when the suspended voting rights will automatically revive PROVIDED that the foregoing shall not deny the local authority concerned or the persons associated with it the right to attend and speak at meetings of the charity or the board of directors (as the case may be) or to receive all agenda papers and minutes for any such meetings
- 7 It shall be the duty of the directors to meet as soon as practicable if any of the circumstances referred to in (a) or (b) arise and to take such action as, in their absolute discretion, they deem appropriate with regard to the membership of and/or voting rights at meetings of the charity and/or of the directors to ameliorate any adverse effect upon the charity

Application for membership

- 8 Any person or body who/which wishes to become a member must sign, and lodge with the charity, a written application for membership, in the case of a corporate body, the application must be signed by an appropriate officer of that body
- 9 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application. The directors may, at their discretion, refuse to admit any person or body to membership

Membership subscription

- 10 A membership fee may be charged if such a resolution is passed at a General meeting

Register of members

- 11 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, and the date on which any person or body ceased to be a member

Withdrawal from membership

- 12 Any person or body who/which wishes to withdraw from membership shall sign (in the case of a corporate body, through an appropriate officer), and lodge with the charity, a written notice to that effect, on receipt of the notice by the charity, he/she/it shall cease to be a member

Expulsion from membership

- 13 Any person or body may be expelled from membership by special resolution (see article 26), provided that the following procedures have been observed -

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed

Termination/transfer

- 14 Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member

- 15 A member may not transfer his/her/its membership to any other person

General meetings (meetings of members)

- 16 The directors shall convene an annual general meeting in each year (but excluding the year in which the charity is formed), the first annual general meeting shall be held not later than 18 months after the date of incorporation of the charity.

- 17 Not more than 15 months shall elapse between one annual general meeting and the next

- 18 The business of each annual general meeting shall include -

- (a) a report by the chair on the activities of the charity
- (b) consideration of the annual accounts of the charity
- (c) the consideration of the social audit presented by the directors, if such an audit has been earned out pursuant to article 74,
- (d) the election/re-election of directors, as referred to in articles 39 to 42

- 19 The directors may convene an extraordinary general meeting at any time

- 20 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act)

Notice of general meetings

- 21 At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 26) or a resolution requiring special notice under the Act, is to be proposed, all other extraordinary general meetings shall be called by at least 14 clear days' notice
- 22 The reference to "clear days" in article 21 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded
- 23 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 26) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution
- 24 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting, any other general meeting shall be called an extraordinary general meeting
- 25 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the charity of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors

Special resolutions and ordinary resolutions

- 26 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 21 to 25, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting
- 27 In addition to the matters expressly referred to elsewhere in these articles, and subject to the restrictions imposed by the Charities Act 2011, the provisions of the Act allow the charity, by special resolution,
- (a) to alter its name
 - (b) to alter its memorandum of association with respect to the charity's objects
 - (c) to alter any provision of these articles or adopt new articles of association
- 28 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 21 to 25

Procedure at general meetings

- 29 No business shall be dealt with at any general meeting unless a quorum is present, the quorum for a general meeting shall be ten percent of the membership or 3 members, whichever is the greater, present in person or (in the case of members which are corporate bodies) present via their duly authorised representatives
- 30 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 31 The chair of the Charity shall (if present and willing to act as Chairperson) preside as chairperson of each general meeting, if the Chair is not present and willing to act as Chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting
- 32 The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine
- 33 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or (in the case of a member which is a corporate body) given via its duly authorised representative present at the meeting. A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings, he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the charity
- 34 If there is an equal number of votes for and against any resolution, whether on a show of hands or on a ballot, the

Chairperson shall not have a second or casting vote, and the resolution shall be deemed to be lost

- 35 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as representatives of corporate members), a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared
- 36 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded

Composition of the board of directors

- 37 The maximum number of directors shall be 12. The composition of the board of directors shall be as follows
- a. up to two persons appointed by local authorities, one each by Northumberland County Council and Prudhoe Town Council
 - b. Not less than one and not more than ten persons from the categories "local people" or "supporting organisations"

Eligibility

- 38 A person shall not be eligible for election/appointment as a director under articles 39 to 41 unless he/she is a member of the charity or has been nominated for election/appointment as a director by a member which is a corporate body, a person appointed as a director under article 42 need not, however, be a member of the charity

Election, retirement, re-election

- 39 At each annual general meeting, the members may (subject to article 37) elect any member (providing he/she is willing to act) to be a director
- a. A member which is a corporate body may (subject to article 39b) nominate any individual for election/appointment as a director, he/she will then be deemed to be a member of the charity for the purposes of articles 40 and 41
 - b. No more than one individual nominated under article 39a by each corporate member may serve as a director at any given time
- 40 The directors may at any time appoint any member (providing he/she is willing to act) to be a director, subject only to the maximum number of directors specified in article 37
- 41 At the first annual general meeting, one third (to the nearest round number) of the directors (other than any director appointed under article 42) shall retire from office, the question of which of them is to retire shall be determined by some random method. At each annual general meeting (other than the first) any director appointed under article 40 during the period since the preceding annual general meeting shall retire from office, and out of the remaining directors (other than any director appointed under article 42) one third (to the nearest round number) shall retire from office. The directors to retire shall be those who have been longest in office since they were last elected or re-elected, as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method. A director who retires from office under this article shall be eligible for re-election (subject to article 43)
- 42 Northumberland County Council and Prudhoe Town Council shall each be entitled to nominate any person to serve as a director, the directors shall, at the directors' meeting which follows receipt of any such notice, appoint the individual named in the notice as a director with immediate effect. No more than one person from each Council nominated under this article may serve as a director at any given time. For the avoidance of doubt, a director appointed under this article shall not be required to retire from office at any annual general meeting
- _____

Termination of office

- 43 A director shall automatically vacate office if
- a. he/she ceases to be a director through the operation of any provision of the Act or is disqualified by section 72 of the Charities Act 1993 or becomes prohibited by law from being a director
 - b. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - c. except in the case of a director appointed under article 42, he/she ceases to be a member of the charity or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the charity
 - d. he/she resigns office by notice to the charity
 - e. he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - f. he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act
- In the case of a director appointed under article 42, Northumberland County Council or Prudhoe Town Council withdraws his/her nomination by written notice to the charity to that effect

Register of directors

- 44 The directors shall keep a register of directors, setting out full details of each director, the name of the corporate member which nominated each director (if applicable), the date on which each such person became a director, and the date on which any person ceased to hold office as a director

Officers

- 45 The directors shall elect from among themselves a Chair and a Treasurer, and such other officers (if any) as they consider appropriate
- 46 All of the officers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election
- 47 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect

Patron

- 48 The directors may appoint and remove any person as a patron of the charity on such terms as they think fit
- 49 A patron shall have the right to attend and speak (but not vote) at any general meeting of the charity and to be given notice thereof as if a Member and shall also have the right to receive the accounts of the charity when available to Members

Powers of directors

- 50 Subject to the Provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the charity and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the charity
- 51 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

Personal interests

- 52 A director who has a personal interest in any transaction or other arrangement which the charity is proposing to enter into, must declare that interest at a meeting of the directors, he/she will be debarred (in terms of article 61) from voting on the question of whether or not the charity should enter into that arrangement
- 53 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement
- 54 All of the directors may be paid all traveling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties

Procedure at directors' meetings

- 55 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 56 Questions arising at a meeting of the directors shall be decided by a majority of votes, if an equality of votes arises, the Chairperson of the meeting shall not have a second or casting vote, but shall refer the matter to a general meeting of the charity
- 57 No business shall be dealt with at a meeting of the directors unless a quorum is present, the quorum for meetings of the directors shall be three directors
- 58 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting

- 59 Unless he/she is unwilling to do so, the Chair of the charity shall preside as Chairperson at every directors' meeting at which he/she is present, if the chair is unwilling to act as Chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting
- 60 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors, for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote In particular, the charity shall make reasonable provision for mentoring, advocacy or other support to be provided for directors who by reason of disability, incapacity or other circumstance require additional support to carry out their duties The participation in board meetings of any person acting as a mentor, advocate or supporter for a director must be restricted to assisting that director and not personally participating in the business of the meeting
- 61 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the charity, he/she must withdraw from the meeting where an item of that nature is being dealt with
- 62 For the purposes of article 61, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any form of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter
- 63 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote
- 64 The charity may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 61 to 63

Delegation to sub-committees

- 65 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine, they may also delegate to the chair of the charity (or the holder of any other post) such of their powers as they may consider appropriate
- 66 Any delegation of powers under article 65 may be made Subject to such conditions as the directors may impose and may be revoked or altered
- 67 The rules of procedure for any sub-committee shall be as prescribed by the directors

Operation of bank accounts

- 68 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the charity, at least one out of the two signatures must be the signature of a director

Secretary

- 69 The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit, the company secretary may be removed by them at any time

Minutes

- 70 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees, a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting

Accounting records and annual accounts

- 71 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements
- 72 The directors shall prepare annual accounts, complying with all relevant statutory requirements, if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is earned out by a qualified auditor
- 73 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the charity, except as conferred by statute or as authorized by the directors or as authorized by ordinary resolution of the charity

Social Audit

- 74 A social audit of the charity's Activities may, by resolution of the directors, be undertaken annually in addition to any financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the charity's work, and to enable an assessment to be made of the charity's overall performance in relation to its objects more easily than may be made from financial accounts alone. Such a social audit may be drawn up by an independent assessor appointed by the directors, or by the directors, who may submit their report for verification or comments to any independent assessor. A social audit may include
- a. an assessment of the internal democracy and decision making of the charity,
 - b. the health and social costs and benefits for employees of the charity and the costs and benefits to any such employees moving from social welfare benefits into employment,
 - c. the wages, health and safety, skill sharing and education opportunities of employees of the charity, and other matters concerning the overall personal or job satisfaction of such employees,
 - d. an assessment of the charity's activities externally, including its effects on users and suppliers, on people

Equal Opportunities

- 75 Applications for membership of the charity shall be welcome from any individuals, corporate bodies or organisations regardless of any issues concerned with wealth, social class, age, politics, race, creed, religion, culture, ethnic origin, sex or sexual orientation, marital status, any kind of disability or chronic illness, and the charity shall not be entitled to withhold or reject membership on the grounds of any such issue
- 76 Individuals incapacitated and who require the services of an advocate may be admitted to membership, at the discretion of the board of directors. In such circumstances, the advocate shall be deemed responsible for exercising any rights and powers required by the individual, as agreed with the board of directors. Those acts of the advocate, on behalf of the individual, shall be deemed the same as that of the individual.
- 77 The board of directors, in managing the business of the charity, shall have regard to the equal opportunities implications of the issues under their consideration and in particular the extent to which equal opportunities might be furthered by their decisions but, for the avoidance of doubt, shall not be bound to treat equal opportunities as the over-riding consideration.
- 78 To assist directors to participate fully in the business of board meetings, the charity will endeavour to offer training on the duties and responsibilities of company directors, if such training is required by any director.
- 79 Wherever possible, all papers to be discussed at directors' meetings will be circulated at least five clear days prior to such meetings to enable directors to consider the papers and to receive assistance in understanding the content and implications of the papers if necessary.

Wages and Welfare

- 80 The terms and conditions of the contracts of employment of employees shall be determined by the directors.
- 81 The charity shall respect the rights of employees to be members of a trade union, and shall offer employees all facilities for trade union work as may be determined by statute, and as the directors may from time to time agree.

Notices

- 82 Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication, such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last given by his/her to the charity or (in the case of a member who has notified the charity of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
- 83 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting, for the purpose of proving that any notice was given, shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

- 84 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators

Not for Profit Status and winding-up

- 85 Clause 8 of the Memorandum of Association relating to the not-for-profit nature of the charity shall have effect as if its provisions were repeated in these articles, and if the charity is wound up, the provisions shall give effect to the provisions of clause 9 of the memorandum of association

Indemnity

- 86 Every director or other officer or auditor of the charity shall be indemnified out of the assets of the charity against any loss which he/she may sustain or incur in connection with the execution of the duties of his/her office, that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgment is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the charity
- 87 The indemnity contained in article 86 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled

Rules or Bye Laws

- 88 The directors may from time to time make such Rules or Bye Laws as they may deem necessary or convenient for the proper conduct and management of the charity and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate
- a. The admission and classification of members of the charity, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members
 - b. The conduct of members of the charity in relation to one another, and to the charity's employees
 - c. The setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes
 - d. The procedure at General Meetings and meetings of the directors and sub-committees in so far as such procedures are not regulated by these articles
 - e. And, generally, all such matters as are commonly the subject matter of charity rules

- 89 The charity in General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the charity all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the charity Provided nevertheless that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or articles of association of the charity

Interpretation

- 90 In these articles
- a. 'the Act' means the Companies Act 1985, any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time,
 - b. 'electronic communication' has the same meaning as is assigned to that expression in the Electronic Communications Act 2000
 - c. 'directors' means those for the time being acting as directors of the Company and trustees of the Charity
 - d. Reference in these articles to the singular shall be deemed to include the plural

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Memorandum and Articles of Association of Prudhoe Community Partnership

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

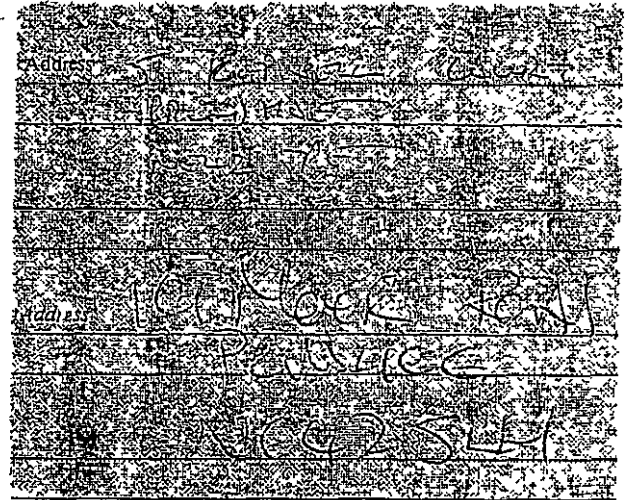
NAMES, SIGNATURES & ADDRESSES OF SUBSCRIBERS

Name CHARLES HENRY ROBE

Signature 01- I_---=tf-

Name -ro (R'1

Signature [Handwritten Signature]

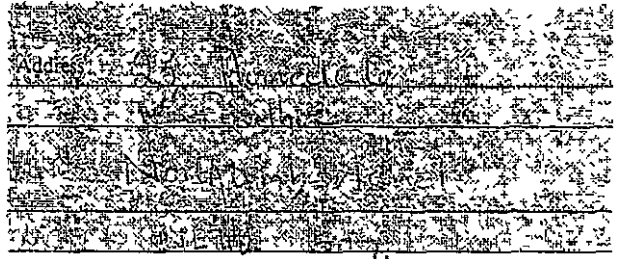


Dated this 2nd day of fl'-7\--P--r200 l

WITNESS TO THE ABOVE SIGNATURES

Name LORNA ANN C. [unclear]

Signature [Handwritten Signature]



Updated and amended – August 2021

Caroline Warburton – Chair of Trustees