

The Companies Acts 1985-2006
COMPANY LIMITED BY GUARANTEE
Articles of Association of
Lyvennet Community Trust
Incorporated 20 August 2009
Registration Number: 6996964

Interpretations

1 In these articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment for the time being in force and any of the provisions of the Companies Act 2006 for the time being in force.

"Address", in relation to electronic communications, includes any number or address given to the Company for that purpose.

"The articles" means these articles of association.

"The Commissioners" means the Charity Commissioners for England and Wales.

"The Company" means the above-named company.

"Electronic means" shall be taken to mean the same as in the Electronic Communications Act 2000.

"Employee" means anyone holding a current contract of employment with the Company.

"The Executive Committee" or "member of the Executive Committee" means persons or a person appointed to perform the duties of directors of the Company.

In these articles of association the expression **"Executive Committee meeting" or "meeting of the Executive Committee"** includes, except where inconsistent with any legal obligation:

- a physical meeting
- a meeting held by electronic means.

In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

"Local Authority associated person" means:

- (a) a member of a local authority;

- (b) an officer of a local authority;
- (c) a person who had at any time in the preceding four years been a member of a local authority;
- (d) any other person so defined in Section 69(5) of the Local Government and Housing Act.

"The memorandum" means the memorandum of association of the Company.

"The Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act.

Members

2. The first members of the Company shall be the subscribers to the memorandum of Association.
3. The Executive Committee may at their discretion admit into membership the following:
 - (a) individuals irrespective of their gender, sexuality, disability, race or religion, who have attained the age of 18, who support the objects of the Company and;
 - (b) any society, company or unincorporated body, which supports the objects of the Company.
4. Each member that is an organisation shall appoint a representative, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the member would exercise if it were an individual person. Each member that is an organisation shall send to the Secretary of the Company written/e-mailed notification of its choice of representative.

Application for Membership

5. Applications for membership shall be in such form as the Executive Committee shall direct. Any such form may provide that a member may give their consent to receive communications by electronic means. Any member giving their consent in this way shall notify the Secretary of any change to their details within seven days of the change. The Executive Committee will consider and approve or reject applications for membership the decision of which shall be final.

Register of Members

- 6 The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and if applicable an address to be used for electronic means, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member, and in the case of a member, which is an organisation, a duly authorised officer shall sign on its behalf. A member shall notify the Secretary in writing including by electronic means, within seven days of a change to her, his or its name or address/e-mail address.

Cessation of Membership

- 7 The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such. The Executive Committee may terminate the membership of any individual or organisation, with a two thirds majority of those members of the Executive Committee present at the meeting, whose continued membership would, in the reasonable view of the Executive Committee be harmful to the Company; but this may only be done after a meeting called to discuss a member's expulsion where the member concerned shall have the right to make representation to the meeting, accompanied by a third-party of his/her choice.

A member shall cease to be a member if s/he or it:

- (a) resigns in writing to the Secretary; or
- (b) dies, if an individual person; or
- (c) is wound up or goes into liquidation, if an organisation; or
- (e) ceases to meet the criteria for membership as described in article 3.

General Meetings

- 4 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
9. The business of an Annual General Meeting shall comprise:
- (a) the consideration of the Report and Accounts presented by the Executive Committee;
 - (b) the election and appointment of the Executive Committee;
 - (c) the appointment of the auditor(s) and the agreement to delegate the setting of the remuneration of the auditor(s) to the Executive Committee;
 - (d) such other business as may have been specified in the notices calling the meeting.

10. The Executive Committee may whenever they think fit convene a General Meeting, or a General Meeting may be convened by five members or ten per cent of the members of the Company whichever is the greater, or as provided by the Act.

Proceedings at General Meetings

11. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting five members or ten percent of the membership, whichever is the greater, (including the representatives of members which are organisations) shall be the quorum. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority associated persons.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Executive Committee may decide, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
13. At every General Meeting the Chair of the Company appointed by the Executive Committee shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting or is unable to preside, then the Vice Chair shall preside. If s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then those members present shall choose a competent person from amongst their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
14. The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise - except in the circumstances described in article 12 - it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

15. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the memorandum or articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast at a quorate meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.
16. A resolution in writing shall be valid and effective as if it had been passed at a General Meeting of the Company, and may consist of several documents in the same

form, each signed by one or more members. A written resolution shall be deemed to have been passed if:

- (a) Written approval has been received from at least 75% of the membership where the business of the resolution is deemed special;
 - (b) Written approval has been received from at least 51 % of the membership for all resolutions dealing with all other business.
17. Agreement to a written resolution must be received within 28 clear days of the circulation date of the resolution in accordance with the Act.
 18. In accordance with the Act, resolutions to remove a member of the Executive Committee or auditor of the Company before the end of his/her period of office shall not be passed by written resolution.
 19. No alteration may be made to the memorandum and articles of the Company by resolution which would have the effect of making the Company cease to be a charity in law.
 20. Only one vote may be cast by or on behalf of each member, including members which are organisations, on any particular resolution. Any other member of the Company (including the representatives of organisational members), may act as proxy for a member who is absent from the meeting. Notice of an appointment of a proxy by a member must be received by the Company Secretary no later than 48 hours (excluding week-ends) prior to the meeting. Proxies shall be appointed using procedures agreed in General Meeting. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
 21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present or as provided by the Act. Unless a secret ballot be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
 22. If a secret ballot is duly demanded it shall be taken in such a manner as the Chair directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
 23. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
 24. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.

25. A member shall declare an interest in, and shall not speak or vote in respect of any matter in which s/he/it has a personal, material or financial interest or any matter arising from it and shall withdraw from any meeting where such a matter is discussed.

Notices

26. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Executive Committee shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
27. Notice of every General Meeting shall be sent by post to every member of the Company at their registered address, or to an address given where a member has elected to receive communications by electronic means, and to the auditors and to such other persons who are entitled to receive notice.
28. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting, which is to consider a Special Resolution or a resolution to remove a member of the Executive Committee or the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified. Notice shall also include the right of each member to appoint a proxy.
29. Where notice is sent by post to a member's registered office, and a notice sent by electronic means shall be deemed to have been duly served forty-eight hours after the notice has been posted or sent.
30. Where a Company places communications required by these articles on its website, notification must be given to all members who have given their consent to receive communication by this method that documents have been placed for their consideration.
31. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Honorary Officers

32. The Executive Committee, at its first meeting following the Annual General Meeting shall elect, from amongst the members of the Executive Committee, a Chair, Vice Chair, Treasurer and such Honorary Officers as they consider fit. Honorary Officers shall serve for one year but on retirement, and subject to them retaining their position on the Executive Committee shall be eligible to re-stand for election to the same or any other Honorary Officer post.

Executive Committee

33. The Company shall have an Executive Committee comprising not less than five and not more than eleven persons being:
 - (a) Up to three members elected at the annual general meeting

(b) Nominated members appointed from organisations as agreed by the Executive Committee

(c) Members co-opted as in accordance with article 36.

Elections and co-options shall be carried out using procedures agreed by Executive Committee.

For the avoidance of any doubt; as charity trustees all nominated members serving on the Executive Committee are obliged to act in a personal capacity and for the benefit of the charity at all times of undertaking any business and not acting on behalf of any other third party interests including those of the organisations they are appointed to represent.

34. The initial members of the Executive Committee shall be appointed by the subscribers to the memorandum.
35. For the avoidance of doubt, members of the Executive Committee are directors of the Company within the meaning of the Act and charity trustees within the meaning of charity law.

Any person appointed in this capacity shall have regard for the duties required of them by law, in particular the duty to act in the best interests of the Company whilst appointed to the Executive Committee regardless of whether they are appointed by a third party.

36. The Executive Committee may at any time fill casual vacancies on the Executive Committee by co-option. Co-opted persons may, but need not be members of the Company: Provided that the number of co-opted persons co-opted under this article does not number more than one-third of the total number of members of the Executive Committee.
37. Under no circumstances shall any of the following serve as members of the Executive Committee:
- (a) Employees of the Company;
 - (b) persons aged under eighteen years;
 - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
38. At the first Annual General Meeting all officers and members of the Executive Committee shall stand down. At every subsequent Annual General Meeting, all officers and one-third of the members of the Executive Committee, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last appointment. Regarding members of the Executive Committee who have been in office for the same

length of time, the members to retire shall be selected by lot. A retiring member of the Executive Committee shall be eligible for re-appointment.

39. The Executive Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the remaining members of the Executive Committee may act for the purposes of increasing their number, or of summoning a General Meeting of the Company, but for no other purpose.
40. The office of a Executive Committee member shall be immediately vacated if s/he:
 - (a) resigns her/his office in writing to the Company; or
 - (b) is the representative of an organisation and such organisation is wound up or goes into liquidation; or
 - (c) is the representative of an organisation and that organisation removes their endorsement; or
 - (d) in the opinion of a majority of the members of the Executive Committee, fails to declare her/his interest in any contract as referred to in article 49; or
 - (e) she/he is disqualified by law from being a trustee of a charity or a director of a company; or
 - (f) is removed from office by resolution of the Company in General Meeting in accordance with the Act; or
 - (g) does not attend three consecutive meetings of the Executive Committee held over a period of six months without good reason, and the Executive Committee decide that their membership should be terminated; or
 - (h) s/he is, or may be, suffering from mental disorder and either:
 - (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 and is subsequently detained under the relevant Act for more than 30 days; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to his property or affairs; or
 - (i) is an undischarged bankrupt or;
 - (j) is expelled by three quarters of the Executive Committee for conduct prejudicial to the Company provided that any member of the Executive Committee whose expulsion is proposed shall have the right to make representation to the meeting, accompanied by a friend at which the decision is to be made.

Powers and Duties of the Executive Committee

- 41 The business of the Company shall be managed by the Executive Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting.
- 42 No regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Executive Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified by the Executive Committee must be signed by at least two members of the Executive Committee.
44. Without prejudice to its general powers, the Executive Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Executive Committee

45. The Executive Committee may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit. Meetings of the Executive Committee may also be held by electronic means: Provided that all members of the Executive Committee wishing to participate by such means are able to do so and are able to communicate with each other at all times. At least one meeting where members of the Executive Committee are present in person must be held every year.
46. The Secretary on the requisition of two or more members of the Executive Committee shall summon a meeting of the Executive Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom.
47. The quorum necessary for the transaction of the business of the Executive Committee shall be five members of the Executive Committee
48. Questions arising at any meetings shall be decided by a majority of votes, each member of the Executive Committee having one vote on each question to be decided. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
49. A member of the Executive Committee shall declare an interest in, and shall not speak or vote in respect of any matter in which s/he has a personal, material or financial interest or any matter arising from it and shall withdraw from any meeting where such a matter is discussed.

50. At every meeting of the Executive Committee the Chair of the Company shall preside, but if s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then the Vice Chair shall preside. If s/he is unable to preside or is not present twenty minutes after the time appointed for the commencement of the meeting then those members of the Executive Committee present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
51. The Executive Committee shall cause accurate records to be made of:
- (a) the name, details and date of appointment of all persons appointed to office;
 - (b) the names of the members of the Executive Committee, officers, members, representatives and other persons present at all General, Executive Committee and Sub-Committee meetings of the Company;
 - (a) minutes of all proceedings and resolutions at all General, Executive Committee and Sub-Committee meetings of the Company;
 - (b) all applications of the Seal to any document.
52. All such records and minutes shall be open to inspection at any reasonable time by any member of the Executive Committee and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any member of the Company at any reasonable time.
53. The Executive Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committees so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee, which regulations shall always include provision for regular and prompt reports to the Executive Committee.
54. All acts done by the Executive Committee or by any person acting as a member of the Executive Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee.
55. A resolution in writing, signed by the requisite majority of the members of the Executive Committee for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Executive Committee, and may consist of several documents in the same form, each signed by one or more members of the Executive Committee.

Secretary

56. The Executive Committee shall appoint a Secretary of the Company upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
57. No remuneration may be paid to a Secretary who is also a member of the Executive Committee.

58. A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

59. If the Company has a Seal, it shall only be used by the authority of the Executive Committee and every instrument to which the Seal shall be applied shall be signed by a member of the Executive Committee and shall be countersigned by the Secretary or by a second member of the Executive Committee. Every such application of the Seal shall be minuted.

Accounts

60. The Executive Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the assets and liabilities of the Company.
61. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
62. The accounts shall be kept at the Registered Office of the Company or, subject to the Act, at such other place or places as the Executive Committee think fit.
63. The Executive Committee shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in the Act.
64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Executive Committee report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent by post to every member of and every holder of debentures of the Company, or by electronic means; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.
65. The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the Company to the Commissioners.

Audit

66. In accordance with the law for the time being in force the Company may - if it is eligible to do so - apply the small company audit exemptions. Otherwise once at least in every

year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

67. Auditors shall be appointed and their duties regulated in accordance with the Act.

Annual report

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

Indemnity

69. Subject to the provisions of the Act every member of the Executive Committee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Regulations

70. The Company in General Meeting or the Executive Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Executive Committee and Sub-Committees of the Company, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum or articles. All members of the Company and the Executive Committee shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

71. Clause 9 of the memorandum of association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.

Names and addresser of the subscribers

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ARTICLES OF ASSOCIATION