

HANHAM COMMUNITY CENTRE

A Charitable Incorporated Organisation - Charity No. 1152575

Memorandum of Association
Of
Hanham Community Centre
(Bar and Trading Services) Ltd

4th Jan 2016

V1.0

Approved by Board of Trustees – Jan 2016
Revalidated: NA

Approved on behalf of Board of Trustees

Signed:

Signed:

AMMENDMENTS

Version	Date	Author	Comments
0.1	27 July 15	JD	CM Solicitor draft
0.2	4 Jan 16	JD/KL	Final amendments and BOT approval
1.0	4 Jan 16	KL	Company number added

COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

HANHAM COMMUNITY CENTRE (BAR AND TRADING SERVICES) LIMITED

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 and to take at least one share.

Name of subscriber

Authentication by subscriber

Hanham Community Centre

.....
Trustee

.....
Trustee

Date:

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

HANHAM COMMUNITY CENTRE (BAR AND TRADING SERVICES) LIMITED

PART 1

INTERPRETATION, SINGLE MEMBER, LIMITATION OF LIABILITY AND OBJECTS

Defined terms

1. In the articles, unless the context requires otherwise-

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 13;

“Charity” means Hanham Community Centre, a charitable incorporated organisation with registered number 1152575;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“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;

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

“hard copy form” has the meaning given in section 1168 of the Companies Act 2006;

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

“instrument” means a document in hard copy form;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“paid” means paid or credited as paid;

“participate”, in relation to a directors’ meeting, has the meaning given in article 11;

“shareholder” means a person who is the holder of a share;

“shares” means shares in the company;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Single member and limit of liability

2. The Charity is the Single Member of the company (as defined in the Companies (Single Member Private Limited Companies) Regulations 1992) and its liability is limited to the amount, if any, unpaid on the share held by it.

Objects

3. The company’s objects are to operate a bar and other trading activities at Hanham Community Centre and to support the Charity financially by such means and in such ways as the directors think fit.

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

4. Subject to the articles, the directors are responsible for the management of the company’s business, for which purpose they may exercise all the powers of the company.

Shareholder's reserve power

- 5.1 The Charity may direct the directors to take, or refrain from taking, specified action.
- 5.2 No such direction invalidates anything which the directors have done before the making thereof.

Directors may delegate

- 6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
 - 6.1.1 to such person or committee;
 - 6.1.2 by such means (including by power of attorney);
 - 6.1.3 to such an extent;
 - 6.1.4 in relation to such matters or territories; and
 - 6.1.5 on such terms and conditions;as they think fit.
- 6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 7.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 7.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- 8.2 If the company only has one director, that director will not be entitled to act as a director unless or until one or more additional directors are appointed in accordance with article 18.

Unanimous decisions

- 9.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 9.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 9.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

- 10.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 10.2 Notice of any directors' meeting must indicate-
 - 10.2.1 its proposed date and time;
 - 10.2.2 where it is to take place; and
 - 10.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 10.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

- 11.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when-
 - 11.1.1 the meeting has been called and takes place in accordance with the articles, and

- 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 11.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

- 12.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- 12.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision-
 - 12.3.1 to appoint further directors, or
 - 12.3.2 to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

- 13.1 The directors may appoint a director to chair their meetings.
- 13.2 The directors may terminate the chairman's appointment at any time.
- 13.3 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

- 14. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

Conflicts of interest

- 15.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- 15.2 But if article 15.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 15.3 This article applies when-
- 15.3.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 15.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 15.3.3 the director's conflict of interest arises from a permitted cause.
- 15.4 For the purposes of this article, the following are permitted causes-
- 15.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries; and
 - 15.4.2 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 15.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 15.6 Subject to article 15.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

16. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

17. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 18.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director-
 - 18.1.1 by ordinary resolution, or
 - 18.1.2 by a decision of the directors.
- 18.2 No person shall be appointed a director whether at a general meeting or otherwise unless he or she has been approved in writing by the Charity. Notwithstanding any other provision of this article, the Charity may at any time appoint any person to be a director or remove any director from office howsoever appointed.

Termination of director's appointment

19. A person ceases to be a director as soon as-
 - 19.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 19.2 a bankruptcy order is made against that person;
 - 19.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 19.4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 19.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 19.6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; and
 - 19.7 the director is served with written notice that the Charity has resolved that his appointment be terminated.

Directors' remuneration

- 20.1 Directors may undertake any services for the company that the directors decide.
- 20.2 Directors are entitled to such remuneration as the directors determine-
 - 20.2.1 for their services to the company as directors, and
 - 20.2.2 for any other service which they undertake for the company.
- 20.3 Subject to the articles, a director's remuneration may-
 - 20.3.1 take any form, and
 - 20.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 20.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 20.5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

- 21. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-
 - 21.1 meetings of directors or committees of directors, or
 - 21.2 general meetings.

PART 3

SHARES AND DISTRIBUTIONS

SHARES

Share capital and all shares to be fully paid up

- 22.1 The company's share capital is £100 divided into 100 shares of £1 each.
- 22.2 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- 22.3 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.

Issues of shares

- 23.1 The company must enter in its register of members a statement that the company has a single member.
- 23.2 The unissued shares in the capital of the company for the time being shall be under the control of the directors, but they may not allot, grant options over, or otherwise dispose of or deal with any unissued shares without the prior written authorisation of the Charity.

Share transfers

- 24.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor. No share may be transferred without the prior written consent of the Charity.
- 24.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 24.3 The company may retain any instrument of transfer which is registered.
- 24.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 24.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

PART 4

DECISION-MAKING BY THE SINGLE MEMBER

- 25. The Charity shall, for so long as it is the single member of the company, be entitled to make any decision that may be taken by the company in general meeting and has effect as if agreed by the company in general meeting. Any such decision must be recorded in writing a copy of which must be provided to the company.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 26.1 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.
- 26.2 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.

- 26.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 27.1 Subject to article 27.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against-

27.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

27.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

27.1.3 any other liability incurred by that director as an officer of the company or an associated company.

- 27.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

- 27.3 In this article-

27.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

27.3.2 "relevant director" means any director or former director of the company or an associated company.

Insurance

- 28.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

- 28.2 In this article-

28.2.1 a "relevant director" means any director or former director of the company or an associated company,

28.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

28.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

THE CHARITY

Authority of the Charity

29.1 Every consent, requirement, authorisation to the directors to deal with the unissued shares in the capital of the company, or any appointment or removal of a director or alternate director, under the powers conferred upon the Charity by the articles shall be made by instrument in writing in the form of a copy of the specific resolution to that effect of the charity trustees of the Charity, duly certified by the chairman of the charity trustees of the Charity, and such instrument shall only take effect on the service thereof at the registered office of the company. Every such instrument shall be annexed to the directors’ minute book as soon as practicable after such service.

29.2 No person dealing with the company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Charity has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the directors was in excess of their powers.