

THE COMPANIES ACTS 1985 TO 1989

TRUST LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## **ARTICLES OF ASSOCIATION OF THE JOHN POUNDS' COMMUNITY TRUST LIMITED**

### **INTERPRETATION**

1. In these Articles:

'The Act' means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

'The area of benefit' means the City of Portsmouth and in particular the area known as Portsea.

'the Trust' means the John Pounds' Community Trust.

'The Committee' means Committee of Trustees.

'Member of the Committee' means Director of the Trust and Trustee.

'The seal' means the common seal of the Trust

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

'The United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

### **OBJECTS**

2. The Trust is established for the objects expressed in the Memorandum of the Association.

### **MEMBERSHIP**

3.

The numbers of Members with which the Company proposes to be registered is 11 with at least 2 people who represent the interests of the people of Portsea. The Directors may from time to time by resolution register an increase of Members.

Trustees shall have the right to accept into membership additional organisations which support the objects of the Trust, each of which shall have the right to nominate a representative onto the committee of trustees

### **REGISTER OF MEMBERS**

4. The Trust shall maintain a Register of Members in which shall be recorded the name and address of every member organisation and the dates on which they became a member and on which they ceased to be a member.

### **CESSATION OF MEMBERSHIP**

5. 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.

6. A member organisation shall cease to be a member if s/he:

(a) resigns in writing to the Secretary; or

(b) is expelled by the Committee for conduct prejudicial to the Trust, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

The Committee may, by resolution passed at a meeting thereof terminate or suspend the membership if in its opinion the member has been guilty of conduct prejudicial to the Trust or its objects, provided that the member shall have the right to be heard by the Committee before the final decision is made. There shall be a right of appeal to an independent person appointed by mutual agreement, who shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not supply.

### **GENERAL MEETINGS**

8. the Trust shall in each calendar year hold an 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.

9. The business of an Annual General Meeting shall comprise:
  - (a) The consideration of the Report and Accounts presented by the Trustees.
  - (b) Noting of the names of individual representatives to serve on the Committee.
  - (d) The appointment of the auditor or independent examiner.
  - (e) Such other business as may have been specified in the notices calling the meeting.
10. The Committee may whenever they think fit convene an Extraordinary General Meeting or an Extraordinary General Meeting may be convened by twenty five per cent of the members of the Trust as provided by section 368 of the Act.
11. Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Trust 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 by members present.
  - (b) All other decisions shall be made, by Ordinary Resolution requiring a simple majority vote of those member present and voting

## **NOTICES**

12. An Annual General Meeting and a General Meeting which is to consider a Special Resolution to remove the auditor/independent examiner 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.
13. Notice of every General meeting shall be given in writing to every member of the Trust and to the auditors/examiners and to such other persons who are entitled to receive notice and shall be given personally or sent by post or email to each member representative at the address recorded in the Register of Members.
14. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact 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 the auditor or examiner shall be specified in the notices calling that meeting and in the case of all other General Meetings the nature of the business to be raised shall be specified.

15. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted. Where a notice is sent by email it shall have been deemed to have been served twenty-four hours after it has been sent.
16. 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.

### **PROCEEDINGS AT GENERAL MEETINGS**

17. No business shall be transacted at any General Meeting unless a quorum of member is present at the time when the meeting proceeds to business; save as herein otherwise provided, 3 members present in person or one-third of the members, whichever shall be the lesser shall be quorum. 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 member representatives, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.
18. The chair of the Committee shall preside as the chair at every general meeting, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members on the Committee shall elect one of their number to chair the meeting. If at any meeting no members on the Committee are willing to act as chair or no members on the Committee are present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chair of the meeting.
19. The chair may, with the consent of members at any meeting at which a quorum is present adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those members present

### **VOTES OF MEMBER REPRESENTATIVES**

21. Every member representative shall have one vote.
22. No members shall be entitled to vote at any General Meeting unless all monies presently payable by him or her to the Trust have been paid.

### **COMMITTEE**

23. The maximum number of members on the Committee shall be eleven and the minimum number of member representatives on the Committee shall be four.
23. The Committee shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub-Committee or in connection with the business of the Trust.

### **POWERS AND DUTIES OF THE COMMITTEE**

24. The business of the Trust shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Trust in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Trust in General Meeting; but no regulation made by the Trust in General Meeting shall invalidate any prior act of The Committee which would have been valid if that regulation and not been made.

In the exercise of the aforesaid powers and in the management of the business of the Trust, the members on the Committee shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act or any statutory modification or re-enactment thereof.

The Committee shall meet not less than 6 times per year

25. The Committee shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the Committee;
  - (b) of the names of the members on the Committee present at each meeting of the Committee and of any Sub-Committees of the Trust;
  - (c) of all resolutions and proceedings at all meetings of The Trust, and of the Committee and of Sub-Committees.
  - (c) of persons authorised to sign cheques or contracts on behalf of the Trust
26. The Committee shall promote community participation in the day to day management of the John Pounds Centre by causing to be set up and sustained a Centre Users Group made up of the representatives of the

groups and individuals using the John Pounds Centre, to which it shall delegate such day to operational matters as it thinks fit.

## **DISQUALIFICATION OF MEMBER REPRESENTATIVES OF THE COMMITTEE**

27. The office of a member of the Committee shall be vacated if the member if:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs; or
  - (c) resigns his or her office by notice in writing to the Trust; or
  - (d) is directly or indirectly interested in any contract with the Trust and fails to declare the nature of his or her interest in the manner required by Section 317 of the Act.
  - (e) becomes prohibited by reason of Section 72 of the Charities Act or any statutory modification or re-enactment thereof
28. A member representative on the Committee shall not vote in respect of any contract in which he or she is interested, and if he or she does so vote his or her vote shall not be counted.

## **MEMBERS OF THE COMMITTEE**

29. the Trust shall have a Committee comprising not less than four and not more than eleven persons. For the avoidance of doubt, the members of the Committee are the directors of the company within the meaning of the Act.
30. The initial Committee of the Trust from incorporation until the first Annual General Meeting shall be the Subscribers to the Memorandum of Association.
31. a) The Committee shall be entitled at any time and from time to time to co-opt onto the Committee any person who is willing to act to be a member of the Committee provided always that the number of members of the Committee co-opted by the Committee and in office at any one time shall not exceed one third of the number elected by the members and notified at the AGM.
- b) A member of the Committee co-opted pursuant to paragraph (a) above shall hold office until the next following Annual General Meeting, whereupon he or she shall retire, but shall be eligible to stand for co-option to the Committee.

## **ASSOCIATES TO THE COMMITTEE**

32. (a) The Committee may at any time and from time to time appoint any person to the position of Associate to the Committee.
- (b) An Associate to the Committee shall advise and assist the Committee but shall not attend meetings of the Committee except at the invitation of the Committee, and when present at meetings of the Committee he or she shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he or she shall as Associate to the Committee have such powers, authorities and duties as the Committee may in the particular case from time to time determine.
- (c) An Associate to the Committee shall not be deemed a member of the Committee, nor any Sub-Committee thereof, nor shall he or she be a member of the Committee for any of The purposes of these Articles or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Act.

### **PROCEEDINGS OF THE COMMITTEE**

33. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes of those present. In the case of an equality of votes The chair shall have a second or casting vote. A member of the Committee may, and the chair on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from the United Kingdom.
34. The quorum necessary for the transaction of the business of the Committee shall be one-third of the number of members of The Committee for the time being.
35. The continuing members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Trust as the necessary quorum of members of the Committee, the continuing members of the Committee may act for the purpose of increasing the number of members of the Committee to that number, or of summoning a General Meeting of the Trust, but for no other purpose.
36. All acts done by any meeting of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of The Committee or person acting as aforesaid, 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 Committee.

37. A resolution in writing, signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

### **COMPANY SECRETARY**

38. Subject to Section 13(5) of the Act, a Secretary may be appointed by the Committee for such term, at such remuneration and upon such conditions as the Committee may think fit; and any Secretary so appointed may be removed by it:  
Provided always that no member of the Committee may occupy the salaried position of Secretary.

### **SEAL**

39. If the Trust has a seal the Committee shall provide for its safe custody and it shall only be used by the authority of the Committee and every instrument to which the seal shall be affixed shall be signed by a member of the Committee and shall be countersigned by the secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

### **ACCOUNTS**

40. The Committee shall cause accounting records to be kept in accordance with the provisions of the Act and of The Charities Act 1993 and any modification or re-enactment thereof.
41. The accounting records shall be kept at the registered office of the Trust or, subject to the provisions of The Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of Committee members.
42. The Committee shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Trust in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in Those provisions and as required by the provisions of the Charities Act 1993
43. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust General Meeting, together with a copy of the auditors or examiners report, and the Committee's report, shall not less than five days before the date of the meeting be made available to every member and every person entitled to receive notice of General Meetings.

## **AUDIT**

44. Auditors or independent examiners shall be appointed and their duties regulated in accordance with the provisions of the Act and of the provisions of the Charities Act 1993

## **NOTICES**

45. A notice may be given by the Trust to any member either personally or by sending it by post to him or her or to his or her registered address, or email, or (if he or she has no registered address within The United Kingdom) to the address, if any, within the United Kingdom supplied by him or her to the Trust for the giving of notice to him or her. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.
46. Notice of every General Meeting shall be given in any manner herein before authorised to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Trust an address within The United Kingdom for the giving of notices to them;
  - (b) the auditors or independent examiners for the time being of the Trust;
  - (c) each member of the Committee.
  - (d) any other person entitled to receive notices of General Meetings.

## **DISSOLUTION**

47. Clause 7 of The Memorandum of the Trust relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

## **RULES OR BYE LAWS**

48. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Trust and it may by such Rules or Bye Laws regulate:
- (i) The conduct of members of the Trust in relations to one another, and to the Trust's servants.

- (ii) The setting aside of the whole or any part or parts of the Trust's premises at any particular time or times or for any particular purpose or purposes.
  - (iii) The procedure at General Meetings and meetings of the Committee in so far as such procedure is not regulated by these Articles.
  - (iv) And, generally, all such matters as are commonly the subject matter of organisational rules
- (b) the Trust in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Trust all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of The Trust. 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 Trust.

## **INDEMNITY**

49. (a) . Every member of the Committee or other officer or Auditor of the Trust shall be indemnified out of the assets of the Trust against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him or her by the Court, and no member of the Committee or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Trust in the execution of the duties of his or her office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- (b) The members of the Committee shall have power to purchase and maintain insurance to cover the liability of any member of the Committee, officer, or Auditor of the Trust which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Trust: provided that any such insurance shall not extend to any claim arising from any act or omission which any member of The Committee, officer or Auditor of the Trust knew to be a breach of duty or which was committed by any member of The Committee, officer or Auditor of the Trust in reckless disregard of whether it was a breach of duty or not.

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**Names and addresses of Subscribers**

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**Dated this:**

**Witness to the above signatures:**