

**The Companies Acts 1985 to 1989
Company Limited by Guarantee
and not having a share capital**

Rural Community Council (Leicestershire & Rutland)

Memorandum and Articles of Association

**Charity No. 1077645
Company No. 3665974**

Incorporated on Change of Name 14th June 2000

The Companies Acts 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

Rural Community Council (Leicestershire & Rutland)

1. The Company's name is "Rural Community Council (Leicestershire & Rutland)" (and in this document is called "the Charity").
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ("the Objects") are

To further any charitable purpose or purposes for the benefit of those who are resident or work in the rural areas and communities of Leicestershire and Rutland.

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-
 - i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - ii) To raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - iii) To acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - iv) Subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - v) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
 - vi) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - vii) To carry out work in urban and other rural areas of the East Midlands, where this will directly facilitate the Objects.
 - viii) To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - ix) To do all such other lawful things as are necessary for the attainment of the Objects;
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members

of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing herein shall prevent any payment in good faith by the Charity:

- i) Of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in his professional capacity on its behalf: Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- ii) Of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;
- iii) Of interest on money lent by any member of the Charity or Trustees at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
- iv) Of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than $\frac{1}{100}$ th part of the issued capital of that company;
- v) Of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
- vi) To any Trustee of reasonable out-of-pocket expenses.

6. The liability of the Members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

The Companies Acts 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

Rural Community Council (Leicestershire & Rutland)

Interpretation

1. In these articles:

“the Charity” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association of the Charity;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the Trustees” means the Directors of the Charity (and “Trustee” has a corresponding meaning);

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

“poll” means a secret ballot and
words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context otherwise requires, bear the same meanings as in the Act.

Members

2. The number of members with which the Charity proposes to be registered is unlimited.
3. The subscribers to the Memorandum of Association and such other persons as Trustees shall admit to membership shall be members of the Charity.
4. The Trustees may admit to membership:
 - a) statutory authorities voluntary organisations and bodies operating in the area of benefit who shall be invited to appoint individual persons as their representatives;
 - b) individuals living within or holding office within the area of benefit who wish to take part in or support the work of the council.

No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.

5. The Trustees shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.
6. Unless the Trustees or the Charity in General Meeting shall make other provision pursuant to the powers contained in Article 66 the Trustees may in their absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than three.

General Meetings

7. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
8. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Charity may call a general meeting.

Notice of General Meetings

9. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a Trustee shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

- I. In the case of an annual general meeting, by all the members entitled to attend and vote; and
- II. In the case of any other meeting, by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Trustees and Auditors.

10. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Proceedings at General Meetings

11. The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheets, and the reports of the Trustees and auditors, , the announcement of the names of the newly elected Trustees with numbers of votes cast in the preceding postal ballot, the appointment and fixing of the remuneration of the auditors.

12. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business transacted, each being a member or a duly authorised representative of a member organisation shall constitute a quorum.

13. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or such time and place as the Trustees may determine.

14. The President or in his absence, a Vice-President, or in his absence a Trustee elected by the Trustees present (or if there is only one, that Trustee) shall preside as chairman of the meeting. If neither the President, Vice President or any other Trustee be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman.

15. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
16. The chairman of the meeting may, with the consent of a 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 any adjourned meeting other than business which might have been properly transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- i) by the chairman; or
 - ii) by at least two members having the right to vote at the meeting
18. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
19. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
20. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
22. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at any such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

23. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

24. Subject to Article 21, every member shall have one vote.
25. No member shall be entitled to a vote at any general meeting unless all moneys presently payable by him or by the organisation of which he is representative to the Charity have been paid.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
27. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking a poll.
28. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

29. The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall be subject to a maximum of sixteen.
30. The first Trustees who shall hold office until the first annual general meeting of the Charity shall be those members of the Executive Committee of the unincorporated association known as the Rural Community Council (Leicestershire & Rutland) who are prepared to serve as Trustees. Subsequent Trustees shall be appointed as provided in the Articles of Association.

Powers of Trustees

31. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be

managed by the Trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if the alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Trustees by the articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

32. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:

- i) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
- i) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees and other Officers

33. At the annual general meeting the Charity shall elect a President who shall hold office until the conclusion of the annual general meeting next after his or her election but shall be eligible for re-election.

33a. The Trustees may appoint no more than 6 Vice Presidents, who shall hold office until the conclusion of the Annual General Meeting of the Charity next after their appointment, but shall be eligible for re-election by the Charity at that general meeting and annually thereafter.

34. At the first annual general meeting all the Trustees shall retire from office. Thereafter, subject to Article 37, the composition of the Trustees shall be as follows:

- i) Three persons to be appointed in writing from time to time by the following bodies for terms of office not exceeding 3 years in the numbers stated (the "Appointed Trustees");

Leicestershire County Council	One person
Rutland County Council	One person
District Councils in Leicestershire	
Through Regional Local Government Association	One person

- ii) Eight persons to be elected in accordance with these articles ("the Elected Trustees") An elected Trustee shall hold office until the third Annual General Meeting following his election when he shall retire but may be eligible for re-election.

34A. The Trustees shall have power to vary the composition and terms of office of the trustees provided for under articles 34 and 37, by making rules and byelaws in accordance with article 62.

35. The Trustees shall have the power to make rules and regulations relating to elections of Trustees, and subject to this power the following provisions shall apply:

(i) The Secretary shall give notice to every member of the Charity not later than eight weeks before each Annual General Meeting inviting nominations for vacancies that will arise for elected Trustees.

(ii) Nominations of members who are willing to stand for election, or re-election, as Elected Trustees must reach the Secretary no later than four weeks prior to the Annual General Meeting.

(iii) Following receipt of nominations, if there are sufficient vacancies available to allow every individual nominated by Members to become an elected Trustee then those individuals shall be appointed as Elected Trustees with effect from the date of the Annual General Meeting.

(iv) Should the Secretary receive more nominations than vacancies available on the Board, then he shall send particulars of the nominations to every Member with the notice convening the Annual General Meeting. This information shall be printed on a form of voting paper which shall either be returned to the Secretary and received by him no later than 12 noon on the day of the Annual General Meeting, or placed in a sealed ballot box at the Annual General Meeting.

(v) The voting papers shall be counted by the Secretary or persons appointed by him, in the case of postal votes before the Annual General Meeting, and in the case of votes cast at the Annual General Meeting forthwith at the commencement of the said meeting.

(vi) The President shall announce at the Annual General Meeting the names of the candidates for election and the details of the votes cast.

(vii) Candidates up to the number of vacancies who receive the most votes shall be declared elected.

(ix) In the case of a tie, this shall be decided by a vote of members present.

(x) The Secretary shall cause these details to be entered in the Company Minute Book.

(xi) Members shall only vote for as many names as there are vacancies. If any voting paper has more than that number of votes it shall be rejected.

36 No person may be appointed as a Trustee:

- i) unless he has attained the age of 18 years; or
- ii) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 39.
- iii) Unless he is an individual member of the Charity or a representative of a member organisation authorised under Article 28.

37. The Trustees shall have power at any time, and from time to time, to appoint any person to be a member of the Trustees, either to fill a casual vacancy or as an addition to the existing members of the Trustees, but so that the total number of members of the Trustees shall not exceed sixteen. Any trustee so appointed shall hold office until:

- (i) in the case of a co-option to fill a casual vacancy for an Elected Trustee, the next following Annual General Meeting;
- (ii) in any other case, the first meeting of the Trustees after that Annual General Meeting

38. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be re-appointed.

Disqualification and Removal of Trustees

39. A Trustee shall cease to hold office if he

- i) ceases to be a Trustee by virtue of any provisions in the Act or is disqualified from acting as a Trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- iii) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- iv) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

40. In respect of any contract in which a Trustee or the member of the organisation which he represents or which proposed him is interested directly or indirectly, the Trustee shall not vote and shall absent himself from the meeting whilst the matter is being discussed and voted upon.

Trustees' Expenses

41. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' Appointments

42. Except to the extent permitted by Clause 5 of the memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

43. The Trustees will meet together for a minimum of 3 times a year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, subject to the provisions of the articles. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
44. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or three Trustees, whichever is the greater.
45. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
46. The Trustees may appoint one of their number to be the Chairman of their meetings and another to be Vice Chairman and may at any time remove them from that office. Unless he is unwilling to do so, the Trustee so appointed as Chairman or in his absence Vice Chairman shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding those offices, or if the Trustees holding them are unwilling to preside or are not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
47. The Trustees may delegate any of their powers to committees consisting of such number of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Trustees and shall fully and promptly report all acts and proceedings to the Trustees as soon as is reasonably practicable.
48. All acts done by a meeting of Trustees, or of a committee of Trustees, shall,

notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

49. A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
50. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. Cheques and orders for the payment of money above an amount delegated by the Trustees from such account shall be signed by at least one Trustee.

Secretary

51. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

52. The Trustees shall keep minutes in books kept for the purpose:
- i) of all appointments of officers made by the Trustees; and
 - ii) of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting.

The Seal

53. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

54. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

55. The Trustees shall comply with their obligations under the Charities Act 1992

(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.

Annual Return

56. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
58. The Charity may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to receive any notices from the Charity.
59. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
60. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

61. Subject to the provisions of the Act every Trustee or other Officer or Auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules and Bye-laws

62. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- i) the admission and classification of members of the Charity (including the admission of organisations to membership) 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;

- ii) the composition and terms of office of the Trustees provided for under articles 34 and 37.
- iii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
- iv) 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;
- vi) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;
- vii) generally, all such matters as are commonly the subject matter of company rules.

63. The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.