

*THE COMPANIES ACT 2006*

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

HEALTHWATCH BLACKPOOL

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The 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.

<b>Name of each subscriber</b>	<b>Signature of each subscriber</b>
Delyth Curtis Director of People (Statutory Director of Children's Services)	

Dated:

*THE COMPANIES ACT 2006*

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION  
OF  
HEALTHWATCH BLACKPOOL

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

**1.** In these articles, unless the context requires otherwise—

“2012 Regulations” means NHS Bodies and Local Authorities (Partnership Arrangements, Care Trusts, Public Health and Local Healthwatch) Regulations 2012

“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;

“Board” means the board of directors of the Company;

“chairman” has the meaning given in article 14;

“chairman of the meeting” has the meaning given in article 28;

“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;

“member” has the meaning given in section 112 of the Companies Act 2006; -

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

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 34;

“relevant decisions” has the meaning given in section 40 of the 2012 Regulations

“services-provider” has the meaning given in Part 6 of the 2012 Regulations

“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.

Word importing one gender shall include all genders and the singular includes the plural and vice versa

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.

The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) regulations 2008 (*SI 2208/3229*) as amended prior to the date of adoption of these Articles shall not apply to the Company.

### **Liability of members**

- 2.** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is member or within one year after he ceases to be a member, for—
- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves.

### **Purposes**

**3.** (1) The Company's purposes are the following charitable purposes for the advancement of health and the relief (non-financial) of those in need by reason of youth, age, ill-health, disability or financial hardship by;

- (a) providing information and advice to the general public about local health and social care services
- (b) making the views and experiences of members of the general public known to health and social care providers
- (c) enabling local people to have a voice in the development, delivery and equality of access to local health and care services and facilities and;
- (d) providing training and the development of skills for volunteers and the wider community in understanding, scrutinizing, reviewing and monitoring local health and care services and facilities.

(2) The Company's Purposes are for the benefit of the entire population of the town of Blackpool.

(3) The Company shall carry on its activities in the interests of and for the benefit of the community in England.

(4) The income of the Company shall be applied solely towards the promotion of the purposes of and reinvested into the Company.

(5) The Company shall adhere to all requirements of Healthwatch organisations as defined in part 6 of the 2012 Regulations.

(6) In pursuance of the purposes, the Company, subject to complying at all times with the provisions of the 2012 Regulations and any other provision of these Articles (including, without limitation, Article 42), has the power to:-

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- (b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by

mortgage, charge, lien or other security on the Company's property and assets;

- (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way. This shall be to further the purposes of the Company to an extent justified by the resources committed and where the activity is not the dominant means by which the Company carries out its purposes;
- (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- (h) enter into contracts to provide services to or on behalf of other bodies;
- (i) provide and assist in the provision of money, materials or other help;.
- (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (k) incorporate subsidiary companies to carry on any trade; and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2.

## PART 2

### DIRECTORS

#### **DIRECTORS' POWERS AND RESPONSIBILITIES**

##### **Directors' general authority**

**4.**—Subject to these 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.

#### **Members' reserve power**

**5.**—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

#### **Directors may delegate**

**6.**—(1) Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles—

- (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;
- as they think fit.

(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.

(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 these articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from these 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 a majority decision at a meeting

(2) If—

- (a) the company only has one director, and
- (b) no provision of these articles requires it to have more than one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of these articles relating to directors' decision-making.

#### **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.

(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.

(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.

(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.

## **DIRECTORS' MEETINGS**

### **Calling a directors' meeting**

**10.**— (1) Ordinarily, Directors' meetings will be held on a bi-monthly basis. Changes to the normal frequency of meetings can be agreed by a resolution of the Board of Directors, as and when required.

(2) Any director may call a directors' meeting by giving a minimum of 3 days notice of the meeting to the directors or by authorising the company secretary to give such notice.

(3) Notice of any directors' meeting must indicate—

(a) its proposed date and time; and

(b) where it is to take place;

(c) the purpose of the meeting and nature of the business;

(4) Notice of a directors' meeting must be given to each director in writing and all directors must be invited.

(5) The proceedings at a directors' meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company to give such notice.

(6) Before any such meeting is called, the Director (or representative of) must consult with the Company Secretary as to the suitability of the meeting and have due regard to any advice given by the Company Secretary on such matters.

### **Publication of Decisions**

**11.** (1) Before the Board makes any relevant decisions, the Board must have and publish:

(a) a procedure for making relevant decisions, including provisions as to who may make such relevant decisions;

(b) a procedure for involving lay persons or volunteers in such relevant decisions; and

(c) a procedure for dealing with breaches of any procedure referred to in sub-paragraph (a) or (b).

(2) If any amendments to the procedures at 11(1)(a) or 11(1)(b) are made, such amendments are to be published as soon as practicable

(3) The Board will comply and procure in the exercise of their powers that the Company complies with the procedures created pursuant to article 11(1)(a)-(c) above and any subsequent amendments thereof.

(4) All relevant decisions made by the Board are to be published on the website of Healthwatch Blackpool as soon as practicable along with the reasoning for the decision. This would not apply if it was agreed by the Board that the reasoning for the decision was considered to be, and declared, confidential.

### **Participation in directors' meetings**

**12.**—(1) For the purposes of these articles, directors participate in a directors' meeting, or part of a directors' meeting, when the meeting has been called and takes place in accordance with these articles,

### **Quorum for directors' meetings**



**13.**—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(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 three, and unless otherwise fixed it is three.

(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—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the members to appoint further directors.

### **Chairing of directors' meetings**

**14.** (1) The Board of Directors shall appoint a director to chair their meetings by ordinary resolution. This will normally occur on an annual basis following the Annual General Meeting and on recommendation from the recruitment panel as indicated in paragraph 18.

(a) The person so appointed for the time being is known as the chairman.

(2) The Board of Directors shall appoint a director to chair their meetings, in the event that the chairman is absent, by ordinary resolution.

(a) The person so appointed for the time being is known as the vice chairman.

(3) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the vice chairman will chair it

(4) If neither the chairman nor the vice chairman are 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.

(5) The Board of Directors may terminate the chairman's / vice chairman's appointment at any time, subject to the chairman or vice chairman failing to fulfill the statutory duties of a Director as detailed in the Companies Act, 2006.

### **Casting vote**

**15.**—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

**16.**—(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.

(2) But if paragraph (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.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of these articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

- (a) 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;
  - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) 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.
- (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.
- (6) Subject to paragraph (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.
- (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.
- (8) In relation to paragraphs 16(6) and 16(7) the advice of the Company Secretary must always be sought before a ruling is made.

### **Records of decisions to be kept**

**17.** 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, such record to be kept by the Company Secretary.

## **APPOINTMENT OF DIRECTORS AND COMPANY SECRETARY**

### **Methods of appointing directors**

**18.—**(1) Any person, other than a serving Local Authority Councillor, who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by ordinary resolution following a recommendation from a recruitment panel set up for that purpose, incorporating the Lead Officer from the host organisation, the Company Secretary and representation from public bodies who operate in the health and social care sector in the Borough of Blackpool.

(2) A maximum of 8 directors may be appointed and the recruitment panel shall keep this under review.

### **Termination of director's appointment**

**19.** A person ceases to be a director as soon as—

- (a) 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;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) 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;

(f) 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;

(g) a person fails, in the opinion of the Board, as a director to fulfil their statutory duties as detailed in the Companies Acts.

### **Directors' remuneration**

**20.**—Directors will not receive any remuneration.

### **Directors' expenses**

**21.** The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

### **Company Secretary**

**22.** (1) The Directors shall appoint Blackpool Borough Council's Monitoring Officer for the time being as the secretary.

## PART 3

### MEMBERS

#### **BECOMING AND CEASING TO BE A MEMBER**

#### **Applications for membership**

**22.** No person shall become a member of the company unless-

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

#### **Termination of membership**

**23.**—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

(4) A person's membership may be terminated by the Board of Directors without the person's consent by giving him written notice if, in the reasonable opinion of the directors:-

- (a) that person is guilty of conduct which has or is likely to have a serious adverse affect on the Company or bring the Company into disrepute; or
- (b) that person has acted or threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- (c) that person has failed to observe the terms of these articles or their terms and conditions of recruitment with the Company (if applicable).

## **ORGANISATION OF GENERAL MEETINGS**

### **General Meetings**

- 24.** (1) The Company must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- (3) The minimum periods of notice required to hold general meetings of the Company are:
- (a) twenty one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - (b) fourteen clear days for all other general meetings
- (4) The AGM must be a public meeting
- (5) An extraordinary general meeting may be called following agreement of the Board of Directors or by agreement of a minimum of 5 members, or one third of the total formal membership (whichever is greater) of Healthwatch Blackpool. The purpose of the meeting and nature of the business must be stipulated and before any such meeting is called, the Company Secretary must be consulted as to the suitability of the meeting and due regard must be given to any advice given on such matters.

### **Attendance and speaking at general meetings**

- 25.** (1) A member of the public is able to exercise the right to speak and ask questions of the Board of Directors at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A member of Healthwatch Blackpool is able to exercise the right to vote at a general meeting when—
- (a) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that member's vote can be taken into account in determining whether or not such resolutions are passed.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

### **Quorum for general meetings**

- 26.** No business is to be transacted at a general meeting if the Directors attending it do not constitute a quorum.

### **Chairing general meetings**

- 27.** (1) The chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the vice chairman shall chair the meeting, if a directors have not appointed a vice chairman, or if the vice chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start —
- (a) the directors present, or

- (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

### **Attendance and speaking by directors and non-members**

- 28.**—(1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting, subject to the provisions of paragraph 25 above.

### **Adjournment**

- 29.**—(1) If the Directors attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) When adjourning a general meeting, the chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (4) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.

## **VOTING AT GENERAL MEETINGS**

### **Voting: general**

- 30.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

### **Errors and disputes**

- 31.**—(1) No objection may be raised to the qualification of any member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### **Poll votes**

- 32.**—(1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or

- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
  - (a) the chairman of the meeting;
  - (b) the directors;
  - (c) two or more members having the right to vote on the resolution; or
  - (d) a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
  - (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### **Content of proxy notices**

- 33.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
  - (a) states the name and address of the formal member appointing the proxy;
  - (b) identifies the person appointed to be that formal member’s proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
  - (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
  - (4) Unless a proxy notice indicates otherwise, it must be treated as—
    - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
    - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

- 34.**—(1) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that member.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - (4) If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

### **Amendments to resolutions**

- 35.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) notice of the proposed amendment is given to the company in writing by a member entitled to vote at the general meeting at which it is to be proposed not less

- than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### **Means of communication to be used**

- 36.**—(1) Anything sent or supplied by or to the company under these 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.
- (2) Subject to these 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.
- (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.
- (4) Any notice to be given to or by any person pursuant to these articles:
- (1) must be in writing; or
- (2) must be given in electronic form

#### **Company seals**

- 37.**—(1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

#### **Minutes**

- 38.**—(1) The directors must keep minutes of all:
- (a) appointments of directors and company secretary;
- (b) proceedings at meetings of the Company;
- (c) meetings of the directors including:
- (i) the names of the directors present at the meeting
- (ii) the decisions made at the meetings; and

(iii) where appropriate the reasons for the decisions

## **Accounts**

**39.** (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of recommended practice.

(2) The directors must keep accounting records as required by the Companies Acts

## **Annual Reports**

**40.**(1) The directors must produce an annual report which must include:

(a) Accounts for the previous financial year;

(b) The steps that the Company has taken in the previous 12 months to ensure that it is representative of the local area

(c) The steps that the Company has taken in the previous 12 months to engage with and gather the views of the local people

(d) An overview of the Company's achievements over the previous 12 months

(e) An outline of what the Company has planned for the upcoming 12 months

(f) How the Company has acted in accordance with the Equality Act 2010 and the Freedom of Information Act 2000

## **Dissolution**

**41.** (1) The income and property of the Company shall be applied solely in promoting the Objects.

(2) No dividends or bonus may be paid or capital otherwise returned to the members, provided that nothing in these articles shall prevent any payment in good faith by the Company of reasonable out of pocket expenses properly incurred by a director in accordance with these articles.

(3) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:

(a) directly for the Purposes; or

(b) by transfer to any charity or charities for similar purposes; or

(c) to any charity or charities for use for particular purposes that fall within the Purposes of the Company.

(4) Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:

(a) directly for the Purposes; or

(b) by transfer to any charity or charities for similar purposes; or

(c) to any charity or charities for use for particular purposes that fall within the Purposes of the Company.

(5) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company and if no resolution in accordance with article 41(1) is passed by the members or the directors the net assets of the Company shall be applied as directed by the Court



## **Provision for employees on cessation of business**

**42.** The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

## **Trade Marks**

**43.** The Company will comply with the requirements of regulation 43 of the 2012 Regulations.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

**44.—**(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) 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,

(b) 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),

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

(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.

(3) In this article—

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

(b) a "relevant director" means any director or former director of the company or an associated company.

### **Insurance**

**45.—**(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.

(2) In this article—

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

(b) 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

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

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Name, address and description  
of the Subscriber

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Delyth Curtis  
Director of People (Statutory Director of Children's Services)  
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Dated: