

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

COOMBESWOOD CANAL TRUST

1. Membership

- 1.1 The number of members with which the Trust proposes to be registered is unlimited
- 1.2 The Trust must maintain a register of members
- 1.3 Membership of the Trust is open to any individual or organisation interested in promoting the Objects who
 - 1.3.1 applies to the Trust in the form required by the Council Members
 - 1.3.2 is approved by the Council Members and
 - 1.3.3 signs the register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 The Council Members may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Trust

- 1.5.2 dies or (in the case of an organisation) ceases to exist
 - 1.5.3 is three months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
 - 1.5.4 is removed from membership by resolution of the Council Members on the ground that in their reasonable opinion the member's continued membership is harmful to the Trust (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Trust is not transferable

2. **General Meetings**

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least twenty one clear days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 15 (or ten per cent of the members if greater)
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue

- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 The Trust must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Trust's incorporation
- 2.8 At an AGM the members:
 - 2.8.1 receive the annual accounts of the Trust for the previous financial year together with the auditors' report on those accounts
 - 2.8.2 receive the Council Members' report on the Trust's activities since the previous AGM
 - 2.8.3 accept the retirement of those Council Members who wish to retire or who are retiring by rotation
 - 2.8.4 elect persons to be Council Members to fill the vacancies arising
 - 2.8.5 appoint auditors for the Trust
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron of the Trust and
 - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any other general meeting which is not an AGM is an EGM
- 2.10 An EGM may be called at any time by the Council Members and must be called within twenty eight days on a written request from at least twenty members

3. The Council Members

- 3.1 The Council Members as charity trustees have control of the Trust and its property and funds
- 3.2 The Council Members when complete consist of at least five and not more than nine individuals all of whom must be members and two Council Members appointed under Article 3.4
- 3.3 The subscribers to the Memorandum are the first Council Members of the Trust
- 3.4 For so long as Dudley Metropolitan Borough Council (“DMBC”) is freeholder and the Trust is Lessee of Hawne Basin Halesowen DMBC shall be entitled to appoint from time to time 2 individuals to be Council Members and the provisions of Articles 3.7.3, 3.7.4 and 3.7.6 inclusive shall not apply to such members
- 3.5 Every future Council Member must sign a declaration of willingness to act as a charity trustee of the Trust before he or she is eligible to vote at any meeting of the Council Members
- 3.6 One third (or the number nearest one third) of the Council Members must retire at each AGM (and will be eligible for re-election), those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.7 A Council Member’s term of office automatically terminates if he or she:
 - 3.7.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.7.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.7.3 is absent from three consecutive meetings of the Council Members and the other Council Members have passed a resolution that his or her term of office should terminate
 - 3.7.4 ceases to be a member

- 3.7.5 resigns by written notice to the Council Members (but only if at least two Council Members will remain in office) or
- 3.7.6 is removed by resolution passed by at least 51 per cent of the members present and voting at a general meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views
- 3.8 The Council Members may (subject always to the provisions of Article 3.2) at any time co-opt any person duly qualified to be appointed as a Council Member to fill a vacancy in their number or as an additional Council Member but a co-opted Council Member holds office only until the next AGM
- 3.9 A technical defect in the appointment of a Council Member of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting

4. Proceedings of Council Members

- 4.1 The Council Members must hold at least six meetings each year
- 4.2 The Chairman may, and the Secretary at the request of any three Council Members shall, call a meeting of the Council Members. Except in cases of emergency, Council Members will be given at least seven days notice of each meeting of Council Members and of the general nature of the business to be transacted
- 4.3 A quorum at a meeting of the Council Members is four Council Members
- 4.4 A meeting of the Council Members may be held either in person or by suitable electronic means agreed by the Council Members in which all participants may communicate with all the other participants
- 4.5 The Chairman or (if the Chairman is unable or unwilling to do so) some other Council Member chosen by the Council Members presides at each meeting

- 4.6 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Council Members is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.7 Except for the Chairman of the meeting, who has a second or casting vote, every Council Member has one vote on each issue
- 4.8 A procedural defect of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting

5. **Powers of Council Members**

The Council Members have the following powers in the administration of the Trust:

- 5.1 to appoint (and remove) any member (who may be a Council Member) to act as Secretary to the Trust in accordance with the Act
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Council Member and all proceedings of committees must be reported promptly to the Council Members)
- 5.4 to make regulations consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5.5 to make regulations consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Trust and the use of its seal (if any)

- 5.7 to establish procedures to assist the resolution of disputes within the Trust
- 5.8 to exercise any powers of the Trust which are not reserved to a general meeting

6. **Records and Accounts**

- 6.1 The Council Members must comply with the requirements of the Act and of the Charities Act 1993 relating to the keeping of financial records, the audit of the accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account
- 6.2 The Council Members must keep proper records of:
 - 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Council Members
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Trust must be made available for inspection by any Council Member at any reasonable time during normal office hours and may be made available for inspection by members who are not Council Members if the Council Members so decide
- 6.4 A copy of the Trust's latest available statement of account must be supplied to any Council Member or member, or to any other person who makes a written request and pays the Trust's reasonable costs within two months

7. Notices

7.1 Notices under these Articles may be sent by the Trust by hand or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newsletter published by the Trust

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

7.3.2 two clear days after being sent by first class post to that address

7.3.3 three clear days after being sent by second class post to that address

7.3.4 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,

7.3.5 as soon as the member acknowledges actual receipt

7.4 A technical defect in the giving of notice of which the Council Members are unaware at the time does not invalidate decisions taken at a meeting

8. Dissolution

The provisions of the Memorandum relating to dissolution of the Trust take effect as though repeated here

9. Interpretation

In the Memorandum and in these Articles:

9.1 “the Act” means the Companies Act 1985

“AGM” means an annual general meeting of the Trust

“these Articles” means these articles of association

“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Trust and whose name is given to the Secretary

“the Chairman” means the chairman of the Council Members

“charity trustee” has the meaning prescribed by section 97(1) of the Charities Act 1993

“clear day” means 24 hours from midnight following the relevant event

“the Commission” means the Charity Commissioners for England and Wales

“Council Member” means a director of the Trust and “Council Members” means all of the directors

“EGM” means an extraordinary general meeting of the Trust

“material benefit” means a benefit which may not be financial but has a monetary value

“member” and “membership” refer to membership of the Trust

“Memorandum” means the Trust’s Memorandum of Association

“month” means calendar month

“the Objects” means the Objects of the Trust as defined in clause 3 of the Memorandum

“Secretary” means the Secretary of the Trust

“written” or “in writing” refers to a legible document on paper including a fax message

“year” means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

NAMES & ADDRESSES OF ORIGINAL GUARANTORS

SIGNATURE OF
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Date 20 February 2001

Witness to the above signatures

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