

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NO HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

HAILSHAM FORWARD C.I.C

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HAILSHAM FORWARD C.I.C

Each subscriber to this memorandum of association wished to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each Subscriber	Signature of each subscriber
Nicolas Andrew Collinson	
Gavin Blake-Coggins	
Chrysis Pantelis Triandafyllou	
Jeanine Lesley Townsend	

Dated:

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1 Defined terms

- 1.1 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

2 Community Interest Company

- 2.1 The Company is to be Company Interest Company limited by Guarantee and not having a share capital.

3. Asset Lock

- 3.1 The Company shall not transfer any of its assets other than for full consideration.
- 3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall apply to:
- (a) the transfer of asset to any specified asset-locked body or (with the consent of the Regulator) to any other asset-locked body; and
 - (b) The transfer of assets made for the benefit of the community other than by way of transfer of assets into an asset-locked body.
- 3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.
- 3.4 If:
- 3.4.1 the Company is wound up under the Insolvency Act 1986; and
 - 3.4.2 all its liabilities have been satisfied

Any residual assets shall be given or transferred to the asset-locked body chosen by the CIC Regulator

Registered Office:
Inglenook
Market Street
Hailsham BN27 2AE

4. Not for Profit

- 4.1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

5. Objects

The objects of the Company are to carry on activities which benefit the community in Hailsham and surrounding area and in particular to building a culture of collaboration between Councils, landlords, business owners, FSB , Chamber of Commerce, voluntary organisations and charities and education establishments.

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular but without limitation the following;

- (a) High Street – Develop a welcoming High Street, expansion of the Street, Farmers' and other markets, focus on leisure, pleasure and shopping – in and outside of current trading hours. Encourage more attractions and events in the town including evening events, encourage cultural activities
- (b) Build a culture of collaboration- All parties working to one vision such as, Town, District and County Councils, business owners, landlords, service providers, voluntary organisations and residents.
- (c) Industrial Estates – Improvements to the built environment and access and egress from all estates, look at increasing the provision for start up units, work with partners and police to improve the security on the industrial parks
- (d) Safety & Security – Work with appropriate partners to ensure the low crime rates in Hailsham are at least maintained and publicise this to both residents and visitors.
- (e) Transport – To help improve the traffic flow and parking, encourage the expansion and use of public transport, look at ways to improve cycle infrastructure
- (f) Sports, Leisure & Youth – Work with Hailsham Active, all the local councils, businesses and developers to deliver more local sport, leisure and well being facilities. Support and expand community events. Support the local youth projects, i.e. Friday Night Project.
- (g) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (h) To design, prepare, publish and/or distribute information leaflets, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials and to create and maintain a website or websites.
- (i) To carry on any other activities which further any of the above objects.
- (j) To effect insurance of all kinds.
- (k) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

7. Liability of members

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 or she is a member or within one year after he or she ceases to be a member for:

- (a) payment of the Company's debts and liabilities contracted before he or she ceases to be a member
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of rights of the contributories among themselves.

8. General Structure

The structure of the company consists of;

- (a) The MEMBERS – Comprising Ordinary Members who have the right to attend the annual general meeting (and any other general meeting) and have the important powers under the articles of association and the Companies Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves.
- (b) The DIRECTORS – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company, in particular the directors are responsible for the monitoring of the financial position of the company.

9. MEMBERS

9.1 Becoming a member

The subscribers to the memorandum are the first members of the company.

Membership shall be open to any person aged over 18 and who either:

- (a) is a resident of Hailsham
- (b) has a business interest in Hailsham
- (c) has a community interest in Hailsham and
- (d) supports the objects and activities of the company

9.1.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

9.2 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

9.3 No person shall be admitted a member of the company unless he or she is approved by the Directors.

9.4 The minimum number of members is 7 in the event that the number of members falls below 7, the directors may not conduct any business other than to ensure the admission of sufficient members.

10. Termination of membership

10.1 Membership is not transferable to anyone else

10.2 Membership is terminated if:

- (a) the member dies or ceases to exist
- (b) otherwise in accordance with the Articles

10.3 Any member who wishes to withdraw from the membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

11. Members Meetings

11.1 The Directors may call a general meeting at any time

11.2 A person who is not a member of the company shall not have any right to vote at general meeting of the company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the company's debentures

11.3 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Act

11.4 Supporting papers to be sent out one working week in advance of a general meeting

11.5 Minuted meetings shall take place every three months

11.6 Members have the right to raise an items (in advance) and have them placed on the agenda

11.7 The Annual General Meeting shall be held no later than four months after the end of each financial year, at such time and place as the Directors may determine.

11.8 The Business of each annual general meeting shall include: -

- (a) A report by the chair on the activities of the company
- (b) Consideration of the annual accounts of the company
- (c) The election/re-election of directors, as referred to in articles 20.3

11.9 No business shall be dealt with at any general meeting unless a quorum is present: the quorum for a general meeting shall be 50% individuals entitled to vote.

11.10 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence – or if, during a meeting the quorum ceases to be present – the meeting shall stand adjourned to such time and place as be fixed by the chairperson of the meeting.

11.11 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting: if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

- 11.12 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.
- 11.13 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given personally or by proxy.
- 11.14 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting);
- (a) Shall lodge with the company, at the company registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
- (b) Shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require) Providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be adjourned meeting).
- 11.15 An instrument of proxy which does not conform with the provisions of article 11.14 or which is not lodged or sent in accordance with such provisions, shall be invalid
- 11.16 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 11.17 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 11.18 A vote is given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 11.19 If there is an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.

12. Written Resolutions

- 12.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
- 12.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 12.3 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

13. DIRECTORS

Directors powers and responsibilities

14. Directors general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which the purpose they may exercise all the powers of the Company.

15. Members' reserve power

- 15.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
- 15.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

16. Chair/Vice Chair/Secretary/Treasurer

The Directors will appoint Chair, Vice Chair, Secretary and Treasurer each year in the first meeting following the Members AGM, This appointment is from one of their number for such term of office as they determine and may at any time remove him or her from office.

DECISION MAKING BY DIRECTORS

17. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or decision taken in accordance with Article 23.

18. Calling a Directors meeting

- 18.1 Two Directors may (and the Secretary must at the request of the Two Directors) call a directors meeting.
- 18.2 A Directors meeting must be called by at least seven Clear Days notice unless either:
 - (a) all the Directors agree; or
 - (b) Urgent circumstances require shorter notice.
- 18.3 Notice of Directors meetings must be given to each Director
- 18.4 Directors meeting are to be held on a monthly basis

19. Participation in Directors meetings

- 19.1 Subject to the Articles, Directors participate in Directors meeting or part of Directors meeting when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or options they have on any particular item of the business of the meeting

20. Quorum for Directors' meetings

- 20.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 20.2 The quorum for Directors' meeting is 50% of the Directors are present at the meeting
- 20.3 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.

21. Chairing of Directors' meeting

The Chair, if any or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

22. Decision-making at meetings

- 22.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
- 22.2 In all proceedings of Directors each Director must not have more than one vote.
- 22.3 In the case of an equality of votes, the Chair shall have a second or casting vote.

23. Decisions without a meeting

- 23.1 The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director has otherwise indicated agreement in Writing.
- 23.2 A decision which is made in accordance with Article 23.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - (a) approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose. ("the Recipient")
 - (b) Following receipt of response from all Directors, the Recipient must communicate to all Directors by any means whether the resolution had been formally approved by the Directors in accordance with this Article 23.2
 - (c) The date of the decision shall be the date of the communication from the recipient confirming formal approval.
 - (d) The Recipient must prepare a minute of the decision in accordance with Article 32.

24. Conflicts of Interest

- 24.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably be aware of it already.
- 24.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 24.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 23 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 25, he or she must:
- (a) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - (b) not be counted in the quorum for that part of the meeting; and
 - (c) withdraw during the vote and have no vote on the matter.
- 24.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

25. Directors power to authorise a conflict of interest

- 25.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
- (a) in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 24.3;
 - (b) in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with the Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
 - (c) the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.
- 25.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 25.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may be absent himself or herself from the meetings of Directors at which anything relating to that matter, or that office, employment or position will or may be discussed.
- 25.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 25.1 (subject to any limits or conditions to which such approval was subject).

26. Register of Directors' interest

- 26.1 The Directors shall cause a register of Directors' interest to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the

Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

27. Methods of appointing Directors

- 27.1 Those persons notified to the Register of Companies as the first Directors of the Company shall be the first Directors.
- 27.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors; subject to a vote by the Members
- 27.3 The maximum number of Directors shall be Ten (10)
- 27.4 The Directors shall at its discretion, admit as co-opted Director that has an interest in the objects of the Company; subject to a vote by the Members.

28. Termination of Director's appointment

- 28.1 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 prohibited from being a Director by law;
 - (b) A bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
 - (c) A composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) 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 (but only if at least two Directors will remain in office when such resignation has taken effect); or
 - (e) The Director fails to attend 4 consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason; subject to a vote by the Members
 - (f) The Director ceases to be a member.

29. Directors' Remuneration

Directors shall not be paid for their services to the Company as directors

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANOUS

30. Means of Communication to be used

- 30.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way which the Companies Act 2006 provides for Documents or information which are authorised or required by any provisions of that Act to be sent or supplied by or to the Company.
- 30.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be

sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

- 30.3 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 received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

31. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the person present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

32. Minutes

- 32.1 The Directors must cause minutes to be made in books kept for the purpose:
- (a) of all appointment of offices made by the Directors;
 - (b) of all resolutions of the Company and of the Directors (including without limitation decisions of the Directors made without a meeting); and
 - (c) of all proceedings at meetings of the Company and of the Directors the names of the Directors present at each such meeting
- and any such minute, if purported to be signed (or in the case if minutes of Directors meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.
- 32.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

33. Records and Accounts

The Directors shall comply with the requirements of the Companies Acts as to the maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

- 33.1 annual reports;
 - 33.2 annual returns; and
 - 33.3 annual statement of accounts.
- 33.4 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

34. Indemnity

- 34.1 Subject to Article 34.2, a relevant Director of the Company or 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 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); and
 - (c) any other liability incurred by that Director as an officer of the Company or associated company.
- 34.2 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.

35. Insurance

- 35.1 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.
- 35.2 In this Article:
- (a) a "relevant Director" means any Director or former Director of the 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 the relation to the Company; and

36. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.