

## **Planning Aid Wales Articles of Association**

---

Company Limited by Guarantee and not having a share capital. The Companies Act 1985.

### **Interpretation**

1. In these articles:

‘the Act’ means the Companies Act 1985.

‘the Committee’ means the Management Board of the Company.

‘the seal’ means the common seal of the company.

‘the Secretary’ means any person appointed to perform the duties of the Secretary of the Company.

‘the United Kingdom’ means Great Britain and Northern Ireland.

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

### **Objects**

2. The Company is established for the Objects expressed in the Memorandum of Association.

### **Members**

3. The numbers of members for which the Company proposes to be registered is unlimited.

4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.

5. Membership of the Company shall be open to all persons actively participating in the relevant objects of the Company.

6. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have the right to be heard before a final decision is made.

7. Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 58, the Committee may

in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three.

### **General Meetings**

**8.** The Company shall each year hold a General Meeting at its Annual General Meeting 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 thirteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next. Provided that so long as the Company 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. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All the General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

**9.** The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Committee.

### **Notice of General Meetings**

**10.** An Annual General Meeting and a meeting called for the passing of a special resolution shall be called at least twenty one days beforehand with notice given in writing. Other meetings shall be called at least fourteen days beforehand with notice given in writing. The notice shall be exclusive of the day in which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company.

Provided that the meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.

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

## **Proceedings at General Meetings**

**12.** The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets and the report of the Committee and Auditors, the election of members of the Committee in the place of those retiring and the appointment of, and the fixing of remuneration of, the Auditors.

**13.** No business shall be transacted at the General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; three members present in person or one-tenth of the membership, whichever is greater, shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Committee may determine.

**14.** The Chairperson of the Committee shall Chair every General Meeting of the Company, or if there is no such Chairperson, or if s/he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to Chair the meeting.

**15.** The Chairperson may, with the consent of the 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 other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**16.** At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairperson; or
- (b) by at least two members present; or
- (c) by a member or members present in person and representing not less than one-third of the total voting rights of all members having a right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, by a particular majority, or lost and an entry to that effect in the minute of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

**17.** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

18. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be at such time and in such manner as the Chairperson of the meeting directs, and any other business other than that upon which a poll has been demanded may proceed pending the taking of a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

### **Votes of Members**

20. Every member shall have one vote.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him / her to the Company have been paid.

### **Organisations acting by representatives at Meetings**

22. Any organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as that organisation could exercise if it were an individual member of the Company.

### **Committee of Management**

23. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

24. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any other part thereof, and to issue debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

### **Powers and duties of the Committee**

25. The business of the Company shall be managed by the Committee which may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be in the General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

**26.** All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.

**27.** The Committee shall cause minutes to be made:

- (a) of the names of the Committee members present at each Committee meeting;
- (b) of all resolutions and proceedings at all meetings of the Company, and of the Company, and of the Committee.

### **Disqualification of Committee Members**

**28.** The office of Committee shall be vacated if the member:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Committee member by reason of any order made under Section 295 of the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- (d) resigns his/her office by written notice to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act.

**29.** A Committee member shall not vote in respect of any contract in which s/he is interested or any matter arising there out, and if s/he does so vote his/her vote shall not be counted.

### **Election of Committee Members**

**30.** The Committee shall consist of fifteen persons, including the Chair, Vice Chair, Secretary, Treasurer, Publicity Officer and ten other members (or eleven members in the event that the Board delegate the role of Secretary to the Chief Executive). No Committee member shall serve for more than five consecutive years in the same position as an officer of the Committee, unless the loss of a retiring officer will have a considerable and detrimental impact on the company's operation.

**31.** The Committee shall be elected by the membership of the Company at the Annual General Meeting. A minimum of two-thirds of the Committee shall be members of the Company.

**32.** At the first and every subsequent Annual General Meeting of the Company all the Committee members shall retire from office.

**33.** A retiring Committee member shall be eligible for re-election.

**34.** The Company at the meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee member shall, if offering himself / herself for re-election, be deemed to have been re-elected, unless at such meetings it is expressly resolved not to fill such vacated office or unless a resolution for re-election of such a member shall have been put to the meeting and lost.

**35.** No person other than a Committee member retiring at the meeting shall, unless recommended by the Committee, be eligible for election to the Committee at any General Meeting unless, not less than three nor more than twenty one days before the date set for the meeting, there shall have been left at the registered office of the company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing signed by that person of his/her willingness to be elected.

**36.** The Company from time to time may by ordinary resolution increase or reduce the number of Committee members.

**37.** The Committee shall have power at any time to appoint any person to be a Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

**38.** The Company may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act, remove any Committee member before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Company and such member.

**39.** The Company may by ordinary resolution appoint another person in place of a Committee member removed under Article 38.

#### **Proceedings of the Committee**

**40.** The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. A Committee member may, and the Secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.

**41.** The quorum necessary for the transaction of the business of the Committee shall be four.

**42.** The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the

purposes of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.

**43.** The Committee may delegate any of their powers to sub-committees consisting of persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as practicably possible.

**44.** All acts done by any meeting of the Committee or of a sub-committee, or by any person acting as a Committee member shall, notwithstanding that afterwards it be discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.

**45.** A resolution in writing, agreed in writing by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

### **Secretary**

**46.** Subject to Section 283 of the Act, the Secretary shall be appointed by the Committee for such a term at such remuneration and upon such conditions as the Committee may think fit; and any Secretary so appointed may be removed by it; provided always that no Committee member may occupy the salaried position of Secretary.

**47.** A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Committee member and as, or in place of, the Secretary.

### **The Seal**

**48.** The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a Sub-Committee authorised by the Committee in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for the purpose.

### **Accounts**

**49.** The Committee shall cause accounting records to be kept in accordance with sections 221 -222 of the Act.

**50.** The accounting records shall be kept at the registered office or, subject to section 227 of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.

**51.** The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of any inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or the Company in General Meeting.

**52.** The Committee shall from time to time in accordance with sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those sections.

**53.** A copy of every balance sheet (including every document required by the law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditor's report and the Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

#### **Audit**

**54.** Auditors shall be appointed and their duties regulated in accordance with sections 384-392 of the Act.

#### **Notices**

**55.** A notice may be given by the Company to any member either personally or by sending by post or email to him / her or to his / her registered address, or (if s/he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him / her to the Company for the giving of notice to him / her. Proof that an envelope or email containing a notice was properly addressed, prepared and sent shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or the email sent.

**56.** Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving notices to them;
- (b) every person being a legal personal representative or a Trustee in bankruptcy of a member where the member but for his/her death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the Auditor for the time being of the Company; and
- (d) every Committee member.

No other person shall be entitled to receive notices of General Meetings.

## **Dissolution**

**57.** Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **Rules or Byelaws**

**58.(a)** The Committee may from time to time make such Rules or Byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership. In particular but without prejudice to the generality of the foregoing, it may by such Rules or Byelaws regulate:

- (i) The admission and classification of members of the Company, 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 conduct of members of the Company in relation to one another, and to the Company's employees.
- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
- (iv) The procedure at General Meetings and meetings of the Committee and Sub-Committees in so far as such procedure is not regulated by these Articles.
- (v) And, generally, all such matters as are commonly the subject of Company rules.

**58.(b)** The Company in General Meeting shall have power to alter or repeal the Rules or Byelaws and to make additions to them. The Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Byelaws, which, so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.