

**WORCESTERSHIRE ASSOCIATION OF CARERS**

Memorandum of Association  
&  
Articles of Association

Registered Company Number 3485330  
Registered Charity Number 1071850

Version 1 Company Registered 23 December 1997  
Version 2 Revisions registered June 1998  
Version 2 Registered as a Charity 5 October 1998  
Version 4 Revised September 2003  
The Companies Acts 1985 & 1989  
COMPANY LIMITED BY GUARANTEE

# Memorandum of Association of Worcestershire Association of Carers

Registered Company Number 3485330

Registered Charity Number 1071850

Amended September 2003

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1. The name of the Company is "Worcestershire Association of Carers"
2. The registered office of the Company will be situated in England and Wales.
3. The objects of the Company are, for the public benefit, to relieve the stresses experienced by carers and people with physical, mental or sensory impairment within the family or home in the county of Worcestershire through the provision of information services, support centres and the promotion of the needs of carers.
4. In furtherance of the above but not otherwise, the Company shall have the following powers:
  - (a) To engage or employ such personnel (not being members of its Management Committee), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Company;
  - (b) To open and operate bank accounts and other facilities for banking in the name of the Company;
  - (c) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects;
  - (d) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
  - (e) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
  - (f) To run lectures, seminars, conferences and courses, and to establish links with existing educational establishments;
  - (g) To promote research and to publish the useful results of that research;
  - (h) To co-operate with other charities, voluntary bodies or statutory authorities and to exchange information and advice with them;
  - (j) To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same, provided that the Company shall not undertake any permanent trading activities in raising funds for its charitable objects;
  - (k) Subject to such consents as may be required by law, if any, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
  - (l) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
  - (m) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects;
  - (n) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
  - (o) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes or property of any kind necessary or convenient for or in connection with the objects of the Company;
  - (p) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to such consents as may be required by law and subject also to the provisions of this Memorandum of Association;
  - (q) To provide indemnity insurance to cover the liability of the Management Committee,
    - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company;
    - (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986: Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Management Committee knew to be a breach of trust or breach of duty or which was committed by the Management Committee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Management Committee in their capacity as directors of the company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Management Committee member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.
  - (r) To do all such other lawful things as may be necessary for the attainment of the above objects or any of

them.

PROVIDED THAT:

(1) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(2) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Management Committee (being the board of directors of the Company) shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Management Committee of the Company would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Management Committee but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;

(3) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. In carrying out its objects the Company shall promote equality of opportunity for all sections of the community, both in its own affairs and in society generally.
6. The income and expenditure of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company and no member of the Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company,  
PROVIDED THAT nothing shall prevent any payment in good faith by the Company:
  - (a) Of reasonable and proper remuneration to any member, officer or servant of the company (not being a member of the Management Committee) for any services rendered to the Company;
  - (b) Of interest on money lent by any member of the Company (or of its Management Committee) at a rate per annum not exceeding 2 per cent less than the base lending rate of the Company's bankers or 3 per cent, whichever is the greater;
  - (c) Of reasonable and proper rent for premises demised or let by any member of the Company (or its Management Committee);
  - (d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of the company;
  - (e) Of grants, loans, donations or any kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or its Management Committee or is represented on the Management Committee provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company;
  - (f) Of any premium as permitted by clause 4 (n);
  - (g) To any member of the Management Committee in respect of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he or it is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he or it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.
9. If upon the winding up or dissolution of the Company there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income to an extent as least as great as is imposed on the Company under or by virtue of clause 6 above, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to this provision, then to some other charitable object
10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law.

The Companies Acts 1985 & 1989  
COMPANY LIMITED BY GUARANTEE

Articles of Association of  
Worcestershire Association of Carers

Registered Company Number 3485330

Registered Charity Number 1071850

Amended Sept 2003

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**Interpretations**

1. In these Articles:
  - “The Act” means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.
  - “The Company” means the above-named company.
  - “The Management Committee” means all those persons appointed to perform the duties of directors of the Company.
  - “Secretary” means any person appointed to perform the duties of the Secretary of the Company.
  - “Employee” means anyone holding a contract of employment with the Company to undertake eight or more hours paid work per week for the Company.
  - “Carer” means a relative, friend or neighbour who provides, is about to provide or has within the last ten years provided, a substantial amount of care for a disabled, ill or elderly person.
  - “The Seal” means the common seal of the Company.
  - “In writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.
2. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, notwithstanding whether or not these Articles have been amended to comply with such instrument or regulation.

**Members**

3. The first members of the Company shall be the Subscribers to the Memorandum of Association
4. The Management Committee may at its discretion admit to membership the following:
  - (a) Individual persons who are carers. Such members shall be known as Full Members entitled to receive notice of, attend, speak and vote at all General Meetings of the Company.
  - (b) Individual persons who support the objects and activities of the company who do not otherwise qualify for membership under 4(a). Such members shall be known as Associate Members who shall receive notice of and be entitled to speak at meetings of the Company, they shall not have a vote nor be counted for purposes of quorums or any other part of these Memorandum and Articles or the Act unless expressly mentioned.
  - (c) Groups of carers and Organisations working with or for carers. Such members shall be known as Affiliated Members. Each Affiliated Member shall be entitled to appoint a deputy to receive notice, attend and speak at all general meetings of the Company. Affiliated Members shall not have voting rights nor be counted for purposes of a quorum or for any other purposes of the act unless specified in these articles.
5. Each Affiliated Member shall send to the Secretary of the Company written notification of its choice of deputy.

**Register of Members**

6. The Management Committee may levy such subscriptions and at such rates as they think fit and may charge different rates for different classes of membership.
7. The Management Committee may invite individuals to become Honorary Members or Patrons of the Company, and may revoke honorary and patron membership. The Management Committee may determine the rights and obligations of honorary members and patrons but an honorary member or a patron shall have no right to vote and shall not be a member of the Company for the purposes of company law if they are not otherwise entitled to be a Full Member.
8. Every individual, group or organisation who wishes to become a member of the Company shall complete an application in the form required by the Management Committee.
9. The Company shall maintain a Register of Members in which shall be recorded the name, address and category of every member, and the dates on which they became a member and on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member, and in the case of a member organisation a duly authorised officer shall sign on its behalf. A member shall notify the Secretary in writing within seven days of a change to their name or address.

### **Cessation of Membership**

10. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
11. A member shall cease to be a member if s/he or it:
  - (a) resigns in writing to the Secretary; or
  - (b) fails to pay the annual subscription within three months of its becoming due; or
  - (c) dies, if an individual person; or
  - (d) is wound up or goes into liquidation, if a corporate body or association; or
  - (e) is expelled by the Management Committee resolving by a two-thirds majority for conduct prejudicial to the Company, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

### **General Meetings**

12. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
13. The business of an Annual General Meeting shall comprise:
  - (a) the consideration of the Report and Accounts presented by the Management Committee;
  - (b) the election of Management Committee members;
  - (c) the appointment and the fixing of the remuneration of the auditor or auditors (if any);
  - (d) such other business as may have been specified in the notices calling the meeting.
14. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
15. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
16. Decisions at General Meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
  - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.

### **Notices**

17. An Annual General Meeting and any General Meeting shall be called by at least twenty-one clear days notice.
18. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
19. Notice of Resolutions proposed for approval at a General Meeting, other than those proposed by the Management Committee, shall be received by the Company Secretary at least ten clear days before the commencement of the necessary notice period for the Meeting.
20. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. All resolutions shall be specified in the notice calling the meeting, and information for members shall be supplied in respect of resolutions other than those required by statute.
21. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, pre-paying and posting the notice and to have been served forty-eight hours after the notice has been posted.
22. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

### **Proceedings at General Meetings**

23. Every Full Member present in person or by proxy shall have one vote on any question to be decided by a General Meeting.
24. Any Full Member may act as a proxy for a Full Member who is absent from the meeting provided that any person claiming to act as proxy for any member shall produce written authorisation signed by the member in question to act as proxy on her/his behalf. A proxy may be instructed by the member for whom s/he is acting to this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement. Votes for resolutions previously circulated to members may be received by post (Royal Mail/special delivery) until the start of the meeting at which the resolution is to be decided.
25. A member shall declare an interest in, and shall not debate or vote in respect of, any matter in which s/he has a personal material or financial interest without the permission of a majority of the other members present.

26. No business shall be transacted at a General Meeting unless a quorum is present.
27. Unless and until otherwise decided by a General Meeting, twenty five members or one-hundredth of the total membership, whichever is the greater, shall be a quorum.
28. If within half an hour from 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 stand adjourned until the same day in the next week at the same time and same place or otherwise as the Management Committee may decide and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
29. At every General Meeting the Chair of the Company shall preside, but if s/he is not present because of giving prior notice of absence or within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chair shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
30. The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
31. At any General Meeting a resolution shall be decided by the total of votes cast in person and by proxy.
32. The determination of the voting on a Resolution shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a vote has been taken.
33. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
34. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.
35. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

#### **Management committee**

36. The Company shall have a Management Committee comprising not less than five and not more than twelve elected persons at least 33% of whom shall be Full Members, as follows:
  - (a) not more than ten persons elected at the Annual General Meeting by Full Members from the Full and Associate Membership.
  - (b) not more than two persons, who need not be members of the Company, elected at the Annual General Meeting by Full Members from a list of individuals nominated by Affiliated Members with a constitution.

The Management Committee shall have the power to co-opt up to two additional persons, who need not be members of the Company, for their specialist skills and or knowledge to the Management Committee. The Management Committee shall have the power to co-opt a replacement for a member who resigns between Annual General Meetings.

*For the avoidance of doubt, the members of the Management Committee are directors of the Company within the meaning of the Act.*
37. The initial Management Committee of the Company from incorporation until the first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association.
38. Subsequently, Management Committee members shall be elected at the Annual General Meeting by Full Members in accordance with such procedures as may be adopted by the Management Committee from time to time, provided that such procedures allow every Full and Associate Member of the Company to stand for election and every Full Member to vote in person or by proxy. Co-opted members shall be appointed in accordance with such procedures as may be adopted by the Management Committee from time to time.
39. At the first Annual General Meeting of the Company the Full Members shall elect a Management Committee with a minimum of one third of its members serving for one and two years respectively and the remainder for three years. At all subsequent Annual General Meetings the Management Committee members elected shall serve for a period of three years, except in the event a casual vacancy has arisen when the newly elected member with the least votes shall serve only for the unexpired term. In the event of a casual vacancy between Annual General Meetings, the Management Committee shall have the right to appoint an additional member who shall serve until the next Annual General Meeting.
40. Co-opted Management Committee members shall serve until the Annual General Meeting following their co-option. Retiring Management Committee members shall be eligible for re-election or further co-option. Any period of service shall be subject to Article 45 below.

41. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or any person disqualified by law from serving as a director of a company or as a trustee of a charity be a member of the Management Committee.
42. A Management Committee member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted.
43. Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company.
44. Any Management Committee member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the Management Committee, provided that nothing shall authorise a Management Committee member or his/her firm to act as auditor to the Company.
45. The office of Management Committee member shall be immediately vacated if s/he:
  - (a) resigns her/his office in writing to the Company; or
  - (b) being an elected member, ceases to be a member of the Company; or
  - (c) in the opinion of a majority of the Management Committee, fails to declare her/his interest in any contract as referred to in Article 42; or
  - (d) becomes bankrupt; or
  - (e) in the opinion of the Management Committee, is incapable on medical or psychological grounds of carrying out the duties of a Management Committee member; subject to such regulations as the Management Committee may from time to time determine; or
  - (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
  - (g) is disqualified by law from serving as a director of a company or as a trustee of a charity. or
  - (h) is absent without the permission of the Management Committee from all of their meetings held within a period of six months and the Management Committee resolves that his or her office be vacated.

#### **Honorary Officers**

46. A Chairperson, Vice-Chairperson, Treasurer and such officers as they may from time to time decide shall be elected from amongst the Management Committee by the members of the Management Committee, provided that the Chairperson or Vice-Chairperson shall be Full Members. The election of officers shall usually take place at the first meeting after the Annual General Meeting except where it is necessary to fill a casual vacancy. The existing Honorary Officers shall remain in post until the elections are held.

#### **Powers and Duties of the Management Committee**

47. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time by resolution direct, provided that all instruments of expenditure above a certain limit specified from time to time by the Management Committee must be signed by at least two Management Committee members.
49. Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.  
Proceedings of the Management committee
50. Members of the Management Committee may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
51. Questions arising at any meetings shall be decided by a majority of votes of those participating in the meeting and entitled to vote. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
52. Members of the Management Committee may take part in meetings by telephone conference. Provided that:

- a) a conference system shall be used when there is more than one remote participating member;
  - b) minutes shall be taken by an officer of the Association;
  - c) the Minuting Officer shall record the names and votes of all remote participants when a resolution is decided;
  - d) the Minuting Officer shall declare the result of any vote and confirm a quorum.
53. An honorary officer may and the Secretary on the requisition of two or more Management Committee members shall summon a meeting of the Management Committee by giving reasonable notice to all its members at the address which they have given to the Association as their contact address.
  54. The quorum necessary for the transaction of the business of the Management Committee shall be four members of the Management Committee including either the Chair or the Vice-Chair, provided that the number present includes at least one Full Member.
  55. The Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of Management Committee members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
  56. At every Management Committee meeting the Chair of the Company shall preside, but if s/he is not present because of giving prior notice of absence, or within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chair shall preside, and in the event of her/his absence the Management Committee members present shall choose one of their number to be Chair of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
  57. The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
    - (a) the name, details and date of appointment of all persons appointed to office;
    - (b) the names of the Management Committee members, officers, members, deputies and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
    - (c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
    - (d) all applications of the Seal to any document.
  47. All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any member of the Company during normal working hours.
  48. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee which regulations shall always include provision for regular and prompt reports to the Management Committee.
  49. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as such, 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 Management Committee member.
  50. A resolution in writing, signed by all the Management Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several documents in the same form, each signed by one or more Management Committee members.
  51. The Management Committee shall invite Worcestershire Social Service Department and Worcestershire Health Authority to each appoint a representative to receive notice of and to attend its meetings, with speaking rights, as non-voting advisors. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.
- Secretary
52. The Management Committee shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Management Committee.
  64. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

#### **The Seal**

65. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted.

### **Accounts**

65. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Company;
  - (c) the assets and liabilities of the Company. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
66. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
67. The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation 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. The auditor's report shall be open to inspection and shall be read before the meeting.

### **Audit**

70. Subject to the provisions of the Act and any statutory instruments from time to time in force, unless the Company qualifies for and decides to implement its right for an exemption or partial exemption to have an audit, it shall once at least in every year cause the accounts of the Company to be examined and the correctness of the income and expenditure account and the balance sheet to be ascertained by one or more properly qualified auditor or auditors or in the case of a partial exemption by a reporting accountant.
71. Subject to the provisions of the Act, Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

### **Not for Profit Status**

70. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if its provisions were repeated in these Articles.

### **Indemnity**

73. Subject to the provisions of section 310 of the Act, in the execution of the objects of the Company no member of the Management Committee or the Secretary, auditor or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

### **Regulations**

74. The Company in General Meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with the Memorandum and Articles of Association, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Management Committee and subcommittees. All members of the Company and the Management Committee shall be bound by such regulations whether or not they have received a copy of them.
75. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.