

**The Companies Acts 1985 and 2006**

**A Company Limited by Guarantee and not having Share Capital**

**Memorandum of Association of**

.....

**1) Name**

The name of the Company is .....

**2) Registered Office**

The registered office of the Company is to be situated in Wales.

**3) Objects**

The Company's objects ("the Objects") are:

to carry on business as a general commercial company in order to procure profits and gains for the purpose of making donations for social and charitable purposes either in cash or assets (as the Company may deem expedient) and in particular to support (*name and registered charity and/or company number of supported organisation*).

**4) Powers**

The Company has the power to do anything which is incidental or conducive to the furtherance of its Objects, including the power to borrow or raise or secure the payment of any money for the purposes of or in connection with the Company's Objects and to mortgage or charge any part of the Company's property as security for borrowed money; and to make any donations for social or charitable purposes either in cash or assets which the Company may deem expedient, and in particular to support (*name and registered charity and/or company number of supported organisation*).

**5) Limited Liability**

- (1) The Company is a Single Member Private Limited Company within the meaning of the Companies (Single Member Private Limited Companies) Regulations 1992. The liability of the member is limited.
- (2) The sole member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a member or within one year after it

ceases to be a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member such amount as may be required not exceeding one pond.

## **6) Dissolution**

If the Company should be wound up or dissolved the liquidator shall first, according to law, use the assets of the Company to satisfy all its debts and liabilities. Any balance of assets remaining shall be transferred by the liquidator to (*name and registered charity and/or company number of supported organisation*) or, if for any reason this should prove impossible, to such other charitable institution(s) having objects similar to or compatible with those of the aforementioned charity as may be determined at or before the time of winding up on dissolution.

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**The undersigned organisation wishes to be formed into a Single Member Private Limited Company pursuant to this Memorandum of Association:**

**Name:**

**Signed on behalf of the aforementioned company:**

**Address:**

*(a duly authorised officer)*

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**Dated :**

**Witness to the above signature:**

**Name:**

**Address:**

**Occupation:**

## The Companies Acts 1985 and 2006

### A Company Limited by Guarantee and not having Share Capital

#### Articles of Association of

.....

#### **Interpretation**

**1.** In these Articles:

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;

“the Company” means the above-named company;

“the Memorandum” means the Memorandum of Association of the Company;

“the Articles” means these Articles of Association of the Company;

“the Board of Directors” or “the Directors” means all those persons for the time being appointed to perform the duties of directors of the Company;

“the United Kingdom” means Great Britain and Northern Ireland;

“in writing” shall be taken to include references to printing, photocopying, facsimile reproduction and other modes of representing or reproducing words in a visible form;

words importing one gender only shall include all genders.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

#### **Members**

**2.** The Company is a Single Member Private Limited Company within the meaning of the Companies (Single Member Private Limited Companies) Regulations 1992.

**2.1** The sole member of the Company shall be (*name and registered charity and/or company number of supported organisation*) (“the sole member”).

**2.2** The Company shall maintain a register of members in accordance with the provisions of the Act. In the event that the membership of the Company increases from one to two or more members this event shall be recorded in the register of members, with the name and address of the body which was formerly the sole member, a statement that the

Company has ceased to have only one member and the date on which that event occurred.

### **Board of Directors**

3. The Company shall have a Board of Directors comprising not less than 2 persons appointed by the sole member.
- 3.1 The office of a Director shall be immediately vacated if he or she:
  - (1) is removed by the sole member;
  - (2) resigns in writing;
  - (3) becomes bankrupt; or
  - (4) is disqualified from acting as a company director.
- 3.2 A Director may be paid all reasonable fees or wages for any service rendered to the Company if requested so to act by the Board of Directors
- 3.3 Directors may be paid all reasonable and permissible out-of-pocket expenses incurred by their attending and returning from meetings of the Board of Directors or general meetings of the Company or in connection with any other business of the Company.

### **Powers and Duties of the Board of Directors**

4. The business of the Company shall be managed by the Board of Directors who may pay all expenses for the formation of the Company as they think fit and who may also exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.
- 4.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Directors shall from time to time determine.
- 4.2 Without prejudice to its general powers, the Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

## **Proceedings of the Board of Directors**

5. Members of the Board of Directors may meet together for the despatch 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.
- 5.1 In the case of an equality of votes, the chairman of the meeting shall *not* have a second or casting vote and the issue shall be remitted to the sole member for resolution.
- 5.2 A Director shall declare an interest in and shall not vote in respect of any contract in which he or she has a personal, financial or material interest, either directly or indirectly.
- 5.3 Any two Directors shall summon a meeting of the Board of Directors by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Board of Directors to any Director for the time being absent from the United Kingdom unless that Director has communicated to the Board of Directors an address outside the United Kingdom for the serving of such notices.
- 5.4 The quorum necessary for the transaction of the business at a meeting of the Board of Directors shall be 2 or such larger number as may be determined from time to time by the Directors.
- 5.5 At any meeting of the Directors the chairman (if any) of the Board of Directors shall preside, but if there be no chairman or if he or she is not present within fifteen minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be chairman. The role of the chairman shall be to conduct the business of the meeting in an orderly manner.
- 5.6 The Board of Directors shall cause proper minutes to be made of the proceedings of all general meetings of the Company and meetings of the Board of Directors and any sub-committees and of all business transacted at such meetings. All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Directors or by anyone authorised so to do by the sole member.
- 5.7 The Board of Directors may delegate its powers one or more sub-committees (consisting of such members of their body and others as they see fit) for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Board of Directors, would be more conveniently undertaken or carried out by a sub-committee: provided that any sub-committee so formed shall conform to any regulations that may be imposed upon it by the Board of Directors and all acts and proceedings of any sub-committee shall be fully and promptly reported to the Board of Directors.
- 5.8 All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, even if it is afterwards discovered that there was some defect in the appointment of any member of the Board of Directors 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 member of the Board of Directors.

- 5.9** A resolution in writing signed by all Directors for the time being shall be valid and have the same effect as if it had been passed at a meeting of the Board of Directors and may consist of several documents in like form signed by one or more Directors.
- 5.10** The Board of Directors may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

### **General Meetings**

- 6.1** A general meeting may be called by the Board of Directors or by the sole member at any time.
- 6.2** 14 days notice of every general meeting shall be given in writing to the auditors (if any) and to such other persons are entitled to receive notice but the sole member may convene a general meeting without notice if it sees fit.
- 6.3** At any general meeting the sole member may be represented by any such person or persons as it may select. Any decisions taken at a general meeting shall be committed to writing and copies shall be supplied as soon as is practicable to all members of the Board for the time being.
- 6.4** Members of the Board of Directors shall be invited to and may attend general meetings of the Company, but shall not have voting rights unless acting as a duly-appointed representative of the sole member.
- 6.5** Subject to the provisions of the Act, a resolution in writing signed on behalf of the sole member shall be valid and effective as if the same had been passed at a general meeting duly convened. Copies of any decisions taken by means of a written resolution shall be supplied as soon as is practicable to all members of the Board for the time being and to the Company's auditors.

### **Accounts**

- 7.** The Directors shall cause proper books of account to be kept with respect to:
- (1) all sums of money received and expended by the Company and matters in respect of which the receipt and expenditure takes place;
  - (2) all sales and purchases of goods and/or services by the Company; and
  - (3) the assets and liabilities of the Company.
- 7.1** Proper books 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.

**7.2** The books of account shall be kept at the registered office of the Company or at such other places as the Directors think fit.

**7.3** Audit:

- (1) in accordance with the law for the time being in force, the Company may - if it is eligible to do so - apply the small company audit exemptions. Otherwise, once at least in every year, the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors; and
- (2) auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

### **Indemnity**

**8.** Every Board member, auditor and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of his/her office subject to the provisions of section 310 of the Act, except to the extent that such losses or liabilities shall be attributable to:

- (1) fraud or other matters in respect of which the member concerned shall be convicted of a criminal offence;
- (2) negligence; or
- (3) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

### **Dissolution**

**9.** Clause 6 of the Memorandum relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

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**Name:**

**Signed on behalf of the aforementioned  
company:**

**Address:**

*(a duly authorised officer)*

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**Dated :**

**Witness to the above signature:**

**Name:**

**Address:**

**Occupation:**