

The Companies Acts 1985 & 1989

COMPANY LIMITED BY GUARANTEE

Articles of Association of UPTURN ENTERPRISE LIMITED

Interpretations

1. In these articles:

"The Company" means the company intended to be regulated by these articles.

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force.

"The memorandum" means the memorandum of association of the Company.

"The articles" means these articles of association of the Company.

"The seal" means the common seal of the Company if it has one.

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company; including a joint, assistant or deputy secretary.

"The Board of Directors" or "Board" means the directors of the Company.

"The United Kingdom" means Great Britain and Northern Ireland.

"Electronic means" shall include video links and secure authenticated website, and if appropriate email, transactions.

In these Articles of Association the expression "Board/Board of Directors meeting" or "meeting of the Board/Board of Directors" includes, except where inconsistent with any legal obligation:

- a physical meeting
- a meeting held by electronic means
- a meeting held by telephone where each of the participants can hear each other throughout.

Otherwise words or expressions contained in these articles shall, unless the context requires otherwise, 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, whether or not these Articles have been amended to comply with such instrument or regulation.

Membership

2. The founder members of the Company shall be the subscribers to the Memorandum and Articles of Association. The founder members shall appoint the initial Board of

Directors of the Company.

3. The Board may, at its discretion, admit to membership any person who has made an application for membership to them, who has an interest in and who is supportive of the activities of the Company, who offer appropriate skills and experience of benefit to the Company at any particular time: provided that no person shall be admitted to membership who:
 - (a) is an undischarged bankrupt; or
 - (b) is otherwise prohibited by law from serving as a company director.
4. Upon admission to membership of the Company, a person shall also be appointed as a member of the Board.
5. Upon ceasing to be a member of the Company a person shall also cease to be a member of the Board.

Register of Members

6. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and if applicable their email address, and the dates on which she or he became a member and on which she or he ceased to be a member. A member shall notify the Secretary in writing or via email within seven days of a change to her or his name or address.
7. The application form for membership may provide that a member may specify an email address which shall be used by the Company for any communication required by these Memorandum and Articles of Association.

General meetings

8. Unless it has passed an Elective Resolution to the contrary, once in each calendar year the Company shall hold an Annual General Meeting. Each Annual General Meeting except the first shall be held not more than fifteen months after the last. The first Annual General Meeting need not be held in the year of incorporation or in the following year provided that it shall be held within eighteen months of incorporation.
9. The business of the Annual General Meeting shall comprise:
 - (a) the annual report of the Board including accounts;
 - (b) the appointment or re-appointment of the Company's auditors (if any);
 - (c) such other business as may have been contained in the notices calling the meeting.
10. The Board may at any time call an Extraordinary General Meeting of the Company.

Notices of General Meetings

11. An Annual General Meeting and an Extraordinary General Meeting called to consider a Special or Elective Resolution or a resolution to remove a member of the Board under section 303 of the Act or to remove the Auditor shall be called by at least twenty-one clear days' notice. Any other Extraordinary General Meeting shall be called by at least

fourteen clear days' notice.

12. Notice of all meetings shall be sent by post to every member of the Company, and to the auditors, at their Registered Office, or by email where a member has elected to receive communications by email in accordance with these Articles.
13. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting. In the case of all other General Meetings the general nature of the business to be raised shall be specified.
14. Where notice is sent by post or via email, notice shall be deemed to have been served by properly addressing, prepaying, posting or sending the notice and to have been served forty-eight hours after the notice has been posted.
15. 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

16. At every General Meeting the Chairperson of the Company - if there is one - shall preside, but in the event of his or her absence the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
17. No General Meeting may proceed unless a quorum is present. Two members shall constitute a quorum.
18. If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Chairperson, all members of the Company being given such notice as is practicable of the date, time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.
19. The Chairperson 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.

Votes of members

20. Decisions at General Meetings shall be made by passing resolutions as follows:
 - (a) Decisions involving an alteration to the memorandum or articles of the Company or the winding up of the Company shall be made by Special Resolution. Other decisions so required from time to time by statute shall be made by Special or Extraordinary Resolution. A Special or an Extraordinary Resolution is one

- passed by a majority of not less than three-fourths of votes cast at a General Meeting.
- (b) Decisions to dispense with the requirement to hold Annual General Meetings, to re-appoint auditors annually, or to lay accounts before the Company in General Meeting shall be made by Elective Resolution. An Elective Resolution is one passed by all the members of the Company for the time being testified by their signatures. Any Elective Resolution once passed may be revoked by a subsequent Ordinary Resolution.
 - (c) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.
21. Each member shall have one vote on any question to be decided. Proxy voting shall not be permitted.
22. In the event of a tied vote the Chairperson shall not have a second or casting vote and the vote shall be deemed to have been lost.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present in person. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the record containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
24. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
25. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being shall be called and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed by one or more members.
26. The Board may invite such persons as it sees fit to attend General Meetings of the Company, without voting rights and with speaking rights only at the discretion of the Chairperson.

The Board of Directors

27. The founder members of the Company shall have permanent positions on the Board of Directors until they decide to stand down or cease to meet any of the criteria specified in article 34. The founder members shall not be included in the review carried out under article 30.

28. All members of the Company shall also be members of the Board, and only members of the Company may serve on the Board. For the avoidance of doubt, members of the Board are directors within the meaning of company law.
29. The Board shall have a minimum of two and a maximum of five persons and shall comprise those individuals eligible for membership in accordance with articles 3 and 27.
30. The appointment of Board members shall be reviewed every three years using procedures set out by the Board.
31. The Board may at its discretion invite persons to attend its meetings as advisers. Such persons shall have speaking rights at the discretion of the Chairperson, but shall not have voting rights or be counted as members of the Board.
32. A member of the Board shall declare an interest in and shall not speak or vote in respect of any matter in which she or he has a personal material or financial interest or any matter arising from or connected with it.
33. A Board member shall cease to be such if she or he:
 - (a) resigns in writing to the Company (provided that such resignation does not mean that the number of Board members falls below the minimum prescribed in these Articles);
 - (b) is absent from three consecutive Board meetings without good reason, and the Board decide by a majority vote that by virtue of such absence she or he shall cease to hold office; or
 - (c) she or he is, or may be, suffering from mental disorder and either:
 - (i) she or he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to her/his property or affairs; or
 - (d) is expelled from membership by a majority vote of the Board provided that any member whose expulsion is to be considered shall have the right to make representation to the meeting at which the question is to be decided; or in the opinion of a majority of the Board, fails to declare an interest according to these articles; or
 - (e) ceases to be legally eligible to serve as a company director; or
 - (f) dies, if an individual;
 - (g) if representing an organisation, said organisation winds up or removes their endorsement of said person.

Powers of the Board

34. The business of the Company shall be managed by the Board who may exercise all the

powers of the Company except those which are required to be exercised in General Meeting.

Meetings and proceedings of the Board

35. Members of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of the Board of Directors may also be held via telephone or other electronic means: provided that all Board members wishing to participate by such means are able to do so and are able to communicate with each other at all times. At least one meeting where Board members must be present in person must be held every year.
36. The Secretary shall, at the request of an honorary officer or of two or more Board members, summon a meeting of the Board at any reasonable time by giving adequate notice in writing to its members.
37. The Chairperson of the Company - if there is one - shall preside at all meetings of the Board, but in the event of her or his absence ten minutes after the time set for the commencement of the meeting the members of the Board present shall choose one of their number to Chair the meeting before any other business is transacted.
38. No meeting of the Board shall proceed unless a quorum is present. A quorum shall be two members of the Board.
39. All questions shall be decided by a majority of votes of the members of the Board present and voting. In the case of an equality of votes the Chairperson of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.
40. The Board shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board and of any sub-committees.
41. The Board may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the memorandum or articles.
42. The Board may appoint one or more sub-committees consisting of members of the Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Board.
43. A resolution in writing, signed by all members of the Board entitled to receive notice of a Board meeting, shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Board members.

Honorary Officers

44. At their first meeting following the Annual General Meeting, the members of the Board may elect from their own number such honorary officers as they see fit. Officers shall serve for one year, and upon retirement shall be eligible to re-stand. Officers appointed by the Board may be removed by them.

Secretary

43. The Board shall appoint a Secretary on such terms and such remuneration as it may think fit, and any Secretary so appointed may be removed by the Board. Anything which has to be done by or to a Board member and the Secretary shall not be done by one person acting in both capacities.

Accounts

44. The Board 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.
45. The Board shall from time to time, in accordance with sections 226 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.
46. A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Association in General Meeting, together with a copy of the auditor's report and Board of Director's report, shall not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of section 238(4)) of the Act be sent to every member of and every holder of debentures of the Company, or by email where a member has elected to receive communications by email in accordance with these articles: 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

47. If the Company is eligible to take advantage of small company audit exemption regulations, then it may do so. 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.
48. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Seal

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

Application of Surplus

50. After the remuneration of employees, members and Board members, the profit of the Company shall be applied as follows, in such proportion and in such a manner as the Annual General Meeting shall decide and provided that any income derived from external funding shall not be classed as profit for the purpose of this article:
- (a) First, to a general reserve for the continuation and development of the Company;
 - (b) Secondly, to make payments for social and charitable purposes or to other social enterprises.

Indemnity

51. Every member or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by her/him in or about the execution and discharge of the duties of her/his office, except to the extent that such losses or liabilities shall be attributed to:-
- a. fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
 - b. negligence; or
 - c. actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

Regulations

52. The Company in General Meeting or the Board may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board and sub-committees, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum and articles. All members of the Board shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

53. Clause 10 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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