



ANNEX L

MEMORANDUM AND ARTICLES OF ASSOCIATION

“THE LEATHERHEAD & DISTRICT DEVELOPMENT PARTNERSHIP LIMITED.”



MEMORANDUM OF ASSOCIATION

1. The name of the Company is "Leatherhead Area Development Partnership Limited."
2. The registered office of the Company is to be situated in England & Wales.
3. The objects for which the Company are established are the implementation and facilitation of projects* relevant to the improvement of the economic, environmental, social & community, transport & access facets of Leatherhead and the surrounding area in order to improve the quality of life of those living and working in the area.

(* In this context "projects" means those projects identified by the Leatherhead Tomorrow Healthcheck Process and any subsequent projects identified by the Company itself.)

4. In furtherance of the principal objects but not otherwise the Company shall also have power:-
 - a) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may appear convenient;
 - b) To construct, maintain and alter any houses, buildings or installations;
 - c) To accept any gift of property, whether subject to any special trust or not, for the purpose within the principal objects;
 - d) To take such steps by personal or written appeals, public meetings or otherwise as may seem expedient for the purpose of procuring contributions to the funds of the Company;
 - e) To print and publish and publish any newspapers, periodicals, books, leaflets or computer programmes and other works and publications and to produce and market films and other audio and visual aids;
 - f) To sell lease mortgage or otherwise deal with all or any part of the property of the Company;
 - g) To borrow and raise money and secure its repayment in any manner;
 - h) To invest the funds of the Company in or upon such investments securities or property as may be thought fit;
 - i) To undertake and execute any trusts or any agency business which may seem conducive to any of the principal objects;
 - j) To establish and support and to aid in the establishment of any other association formed to promote all or any of the principal objects;
 - k) To amalgamate or affiliate with any companies institutions societies or associations having objects wholly or in part similar to those of the Company;
 - l) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any body with which the Company is authorised to amalgamate;
 - m) To do all such lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
5. The income of the Company, from wherever derived shall be applied solely in executing the above objects and no distribution shall be made to its members in cash or otherwise.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to its assets in the event of its being wound up while (s)he is a member or within one year after (s)he ceases to be a member for payment of the debts and liabilities of the Company contracted before (s)he ceased to be a member and of the costs charges and expenses of winding up the Company such amount as may be required not exceeding one pound.
8. If on the winding up of the Company there remains a surplus after the satisfaction of all its debts and liabilities the surplus shall not be distributed among the members of the Company but shall be given or transferred to some other body (who may or may not be a member of the Company) having objects similar to those of the Company or to another body the objects of which are charitable.



ARTICLES OF ASSOCIATION

MEMBERSHIP

- 1) The number of members is unlimited.
- 2) Membership shall be open to organisations who:
 - (a) represent interests of the residents of the Leatherhead area (as defined in the Leatherhead Tomorrow Healthcheck project) and which are based in that area, and
 - (b) apply to the Company in the form required by the Directors
- 3) All applications for membership shall be made in writing in such form as the Board in its absolute discretion may from time to time prescribe.
- 4) The Directors may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
- 5) The Directors must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
- 6) The Directors must keep a register of names and addresses of the members.
- 7) Members shall be entitled to vote at meetings of the Company in accordance with the provisions of these Articles. Each member organisation shall appoint a representative – a “voting representative” to act on its behalf at any meeting of the Company. The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company. Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation..
- 8) No member shall be entitled to vote at any general meeting or at any adjourned meeting if it owes any money to the Company. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

TERMINATION OF MEMBERSHIP

- 9) Membership is terminated if (a) the member organisation ceases to exist, or (b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members, or (c) any sum due from the member to the Company is not paid in full within six months of it falling due, or (d) the member is removed from membership by a resolution of the Directors..
- 10) A member may be removed from membership by a resolution of the Directors that it is in the best interests of the Company that such membership be terminated. A resolution to remove a member from membership may only be passed if: (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

GENERAL MEETINGS OF MEMBERS

- 11) The Company shall hold a general meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board provided always that not more than fifteen months shall be allowed to elapse between two successive Annual General meetings.
- 12) Not less than seven nor more than twenty eight clear days before the date appointed for holding an Annual General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Board for appointment or re-appointment as an elected Board member at the meeting.
- 13) The first Annual General Meeting shall take place no later than six months after the date of incorporation of the Company.



- 14) All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 15) The Directors may call an Extraordinary General Meeting at any time.

THE BOARD OF DIRECTORS

- 16) No person shall be appointed a Director who has not signed the appropriate form of consent.
- 17) The Company shall have a Board of Directors not exceeding twelve (12) in number comprising :-
 - (a) up to ten (10) individuals elected by the members at Annual General Meeting
 - (b) one nominee from Mole Valley District Council
 - (c) one nominee from Surrey County Council.
- 18) Directors elected at Annual General Meeting need not themselves be either
 - (a) a "voting representative" of a member organisation, or
 - (b) a member of a member organisation.

i.e. an individual could be nominated for the Board and be eligible for election on the basis of his or her own professional and/or personal attributes.

- 19) A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
- 20) The Directors may delegate any part of their powers to any Committee consisting of at least one Board Member and such other persons, whether or not Board members, as the Board may think fit. They may also delegate to the Chief Executive (if any) such of their powers as they consider desirable to be exercised by her/him.
- 21) No Director shall be entitled to remuneration for her/his services as a Director. The Directors may be paid all expenses properly incurred in connection with the discharge of their duties.
- 22) The Board may put forward nominations and shall afford members a reasonable opportunity to put forward nominations for the Board. No person shall be appointed as a Director unless he or she has been nominated by the Board; or not less than seven nor more than twenty eight clear days before the date of the meeting, the Company is given a notice that: (a) is signed by a member entitled to vote at the meeting; (b) states the member's intention to propose the appointment of a person as a Director (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

ELECTION OF THE BOARD

- 23) At each Annual General Meeting the Chairman and Deputy Chairman of the Company shall be elected.
- 24) The initial Board of Directors will be drawn from the Leatherhead Tomorrow Steering Group. All such Directors will retire at the first Annual General Meeting but will be eligible for re-election by the members of the Company.
- 25) At each Annual General Meeting subsequent to the first AGM one third of the Directors shall retire from office. A Director so retiring may offer himself/herself for re-election. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
 - a. The Directors may appoint a person who is willing to act to be a Director to fill any casual vacancies on the Board. A Director so appointed must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
 - b. The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.



DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 26) A Director shall cease to hold office if he or she ceases to be a Director
- (a) by virtue of any provision in the Companies Acts,
 - (b) is prohibited by law from being a director,
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (d) resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect),
 - (e) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

PROCEEDINGS OF DIRECTORS

- 27) The Directors may regulate their proceedings as they think fit, subject to the provisions of these Articles.
- 28) Any Director may call a meeting of the Directors.
- 29) The secretary must call a meeting of the Directors if requested to do so by a Director.
- 30) Questions arising at a meeting shall be decided by a majority of votes, however in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 31) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is to be made. The quorum shall be four or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 32) If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 33) Meetings of Directors shall be chaired by the Chairman of the Company, or by the Deputy Chairman in the absence of the Chairman. If neither is present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

CHIEF EXECUTIVE

- 34) The Board at its discretion may appoint a Chief Executive for such period, at such remuneration and upon such terms as the Board may think fit. The Chief Executive shall not be a member of the Board but shall attend all Board meetings.

COMPANY SECRETARY

- 35) The Secretary shall be appointed by the Board for such period, at such remuneration and upon such terms as the Board may think fit. The Secretary shall not be a member of the Board but shall attend all Board meetings.

EMPLOYEES

- 36) The Board at its discretion may appoint employees to carry out such tasks as deemed appropriate for such periods at such remuneration and upon such terms as the Board may think fit.

CONDUCT OF GENERAL MEETINGS

- 37) No business shall be transacted at any general meeting unless a quorum is present. A quorum is 6 "voting representatives" entitled to vote upon the business to be conducted at the meeting, or one tenth of the "voting representatives", whichever is the greater.
- 38) If a quorum is not present within half an hour from the time appointed for the meeting; or if during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Directors shall determine. The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.



- 39) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he or she shall chair the meeting. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 40) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty one days' clear notice. All other Extraordinary General Meetings shall be called by at least fourteen days' clear notice. The notice of a meeting shall specify the time and place of the meeting and in the case of special business the general nature of that business, and shall be given to all members, Directors and the Auditors.
- 41) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 42) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the person chairing the meeting; or by at least two members having the right to vote at the meeting; or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 43) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 44) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 45) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 46) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 47) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

MINUTES

- 48) The Directors must keep minutes in a book for the purpose of all appointments of officers made by the Directors; proceedings at meetings of the Company, meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.
- 49) The book must be available for inspection by Directors and members of the Company.

ANNUAL REPORT AND RETURN

- 50) The Accounting Period (i.e. Financial Year) of the Company shall run from April to March. The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards



Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

INDEMNITY

- 51) The Company shall indemnify every Director or other officer or auditor of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

- 52) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company. The bye laws may regulate the following matters but are not restricted to them: (a) the admission of members of the Company and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members; (b) the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers; (c) 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; (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles; (e) generally, all such matters as are commonly the subject matter of company rules.
- 53) The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 54) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company. The rules or bye laws, shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

DECLARATIONS OF INTEREST

- 55) A Director who to his or her knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract, or has any other material interest shall declare the nature and extent of this interest to the Board. A Board Member having made such a disclosure shall not be entitled to vote in respect of any contract or arrangement in which he or she is interested but may be counted in the quorum present at which such contract or arrangement is to be approved.

THE SEAL

- 56) The Board shall provide for the safe custody of the Seal of the Company. If a document is executed by the Company by the affixing of the Seal that affixing shall be witnessed by and signed by a Director and the Secretary or by two Directors. The Secretary shall keep a register of all documents executed by the Company whether by affixing of the Seal or otherwise.

AUDITORS

- 57) Auditors shall be appointed and their duties regulated in accordance with the Acts. The auditors shall have the right at their discretion to attend any meeting of the Board.

NOTICES

- 58) Any notice to be given pursuant to the Articles shall be in writing.
- 59) The Company shall give any notice to any member either personally or by sending it by post in a prepaid envelope addressed to the intended recipient at his or her registered address or any address supplied to the Company for the giving of such notices.
- 60) Proof that an envelope containing the notice was properly addressed prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given if sent by first class post at the expiration of forty eight hours after the envelope containing it was posted.

WINDING UP

- 61) The Company shall be wound up voluntarily whenever a special resolution is passed that the Company be wound up. Clause 8 of the Memorandum of Association shall have effect as if the provisions of that Clause were repeated in these Articles.