

Company Number 2742348

The Companies Act 1835

Company Limited by Guarantee and not having a share capital.

Memorandum of Articles of Association

Of **Leeds Civic Trust**

Incorporated the 24<sup>th</sup> day of August 1992.

Company Number 2742348

## **The Companies Act 1835**

Company Limited by Guarantee and not having a share capital.

### **Memorandum of Articles of Association Of Leeds Civic Trust**

1. The name of the company (hereinafter called the trust) is Leeds Civic Trust
2. The registered office of the trust will be situate in England
3. The trust is established:
  - 3.1 to promote the following objects for the benefit of those living or working in the city of Leeds or the surrounding districts ("the area of benefit") by charitable means but not otherwise
  - 3.2 to stimulate public interest in and care for the beauty, history and character of the area of benefit including responding under the listed buildings legislation
  - 3.3 to encourage high standards of design architecture and town planning within and near the city of Leeds
  - 3.4 to encourage the judicious preservation development and improvement of features of general public amenity within and near the said city of Leeds
  - 3.5 to advance the education of the public in the appreciation of their environment and to promote ways of improving the environment within the area of benefit
  - 3.6 to promote and organise co-operation in the achievement of the above purposes
4. In furtherance only of the above objects and not otherwise the trust may:
  - 4.1 purchase take on lease exchange hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of the said objects and construct maintain and alter any buildings or erections necessary for the work of the trust
  - 4.2 subject to such consents may from time to time be required by law sell let mortgage dispose of or turn to account all or any of the property of the trust

- 4.3 obtain collect and receive money and funds by way of contributions donations affiliation fees subscriptions legacies grants and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trust or not)
- 4.4 undertake and execute any charitable trusts which may lawfully be undertaken by or on behalf of the trust
- 4.5 provide such accommodation services and facilities as shall be necessary
- 4.6 give lectures and conduct seminars hold conferences discussions and provide instruction and information
- 4.7 print publish and distribute publications by any medium
- 4.8 establish and support any charitable institution or body and subscribe or guarantee money for a charitable purpose
- 4.9 issue appeals hold public meetings lectures and exhibitions and take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the trust and procuring contributions to its funds provided that the trust shall not undertake any permanent trading activities concerned solely with the raising of funds for its primary objects
- 4.10 promote or conduct research
- 4.11 co-operate and co-ordinate with representatives of the statutory authorities and voluntary organisations and other charities in the achievement of the objects or any of them
- 4.12 employ and remunerate staff and make all such provision for such staff by pensions and similar benefits as would be required of good employers and commission and remunerate consultants as other non-employees
- 4.13 promote encourage and undertake experimental work in the provision of public amenities
- 4.14 make or join in making representations to local and other authorities government departments industrial concerns and others; obtain and pay for professional advice evidence or representations (in particular at public or ministerial enquiries or conferences or discussions with local authorities or others)
- 4.15 borrow or raise or secure payment of money in such manner as the trust shall think fit and for the purpose of or in connection with the borrowing or raising of money by the trust to become a member of any building society
- 4.16 do all such other things as shall further the said objects or any of them

5. The income and property of the trust shall be applied solely towards the promotion of its objects set forth in the memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the trust or to any association in which the member has a share and no member of its council or management governing body or spouse or cohabitee of such member shall be appointed to any office in the trust paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the trust except that the trust may in good faith:

5.1 to any member of the trust or any spouse or cohabitee of a member reasonable and proper remuneration for services actually rendered or interest at a reasonable and proper and proper rate for money loaned or a reasonable and proper rent for premises demised or let by such person or expenses reasonably and properly incurred on behalf of the trust on condition that:

5.1.1 no person shall be entitled to vote on a resolution nor attend that part of any meeting concerning his own appointment to an office of the trust or any payment made or to be made to him by the trust

5.1.2 notwithstanding anything contained in the articles of association of the trust no resolution relating to payments to any members of the trust shall be effective unless it is passed at a meeting at which there is present a quorum of those entitled to attend the meeting, the majority of the persons present being persons who are not remunerated for services being rendered to the trust

5.2 fees remuneration or other benefits in money or money's worth to an association of which a member of the council may be a member holding not more than five hundredth parts of the capital of that association

5.3 out of pocket expenses to any member

6. No amendment shall be made to the provisions of the memorandum or articles of association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commission

7. The liability of the members is limited

8. Every member of the trust undertakes to contribute to the assets of the trust in the event of the same being wound up while he / she is a member or within one year after he / she ceases to be a member for the payment of the debts and liabilities of the trust contracted before he /she ceases to be a member of and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount may be required not exceeding:

8.1 in the case of members of 18 years and over the sum of £1.00

8.2 in the case of members under 18 years the sum of 0.5p

9 In the event of a dissolution of the trust the available property and monies and investments of the trust shall be transferred to such one or more charitable bodies having objects reasonably similar to or connected or analogous with those of the trust as may be decided by the council and approved by the Charity Commissioners.

We the several persons whose names addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of this memorandum of association

Names addresses and descriptions as subscribers

James Olav Arnold – Retired Director

Manor Close, Thorner Lane, Scarcroft, Leeds LS14 3AL

Robert Emile Collins – Solicitor

29 Sandmoor Lane, Leeds LS17 7EA

Dated this 3 day of July 1992

Witness to the above signatures

Linda Biran – Administrator – Eye on the Aire

75 Gledhow Wood Road, Leeds LS8 4DG

## **THE COMPANIES ACT 1985**

Company limited by guarantee and not having a share of capital

### **ARTICLES OF ASSOCIATION OF**

### **LEEDS CIVIC TRUST**

#### **INTERPRETATION:-**

I In these presents the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:-

The Act	The Companies Act 1984
These presents	These articles of association and such amendments and regulations as the trust may adopt from time to time in future
The association	Leeds Civic Trust
The office	The registered office of the trust
The seal	The common seal of the trust
The United Kingdom	Great Britain and Northern Ireland
Month	calendar month
In writing	written or mechanically reproduced words in a permanently visible form
Working days	Monday, Tuesday, Wednesday, Thursday, Friday only

Words importing the singular number only shall include the plural number and vice versa

Words importing persons shall include corporations

Words importing the male gender shall include the female gender and vice versa

Subject as aforesaid any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the trust shall if not inconsistent with the subject or context bear the same meanings in these presents.

2 The trust is established for the purposes expressed in the memorandum of association

## **MEMBERSHIP**

3.1 The subscribers to the memorandum of association (who shall be full members) and such other persons as the council shall admit to membership in accordance with the following provisions shall be members of the trust

3.2 Every member of the trust on becoming a member shall either sign a written consent to become a member or sign the register of members

3.3 Membership of the trust shall be of two kinds:-

3.3.1 individual members

3.3.2 group members

3.4 Individual members shall be one of the following:-

3.4.1 full members who shall be individual members living or working in or near the area of benefit

3.4.2 associate members who shall have all the rights of membership except shall have no right to vote at meetings

3.4.3 junior members shall be persons under the age of 18 living or working in or near the area of benefit. Junior members shall not have the right to vote at members' meetings but shall have the other benefits of membership

3.4.4 life members at the date of incorporation shall be entitled to all the benefits of full membership for life. The council may thereafter appoint honorary life members in recognition of special services to the trust and they shall be entitled to all the benefits of full membership for life

3.4.5 the council may create from time to time other categories of membership on such terms as the council shall determine

3.5 Group membership shall be open to any corporations or firms or societies or associations which shall apply for membership and whose application shall have been adopted by the council. A group member may appoint not more than three persons to attend a general meeting as its representatives only one of whom may vote

3.6 Unless the members of the council or the trust in general meeting shall make other provision the members of the council shall refuse to accept the retirement of any member of the trust if after such retirement the numbers of members has fallen to three

4 Every member of the trust shall cease to be a member and his/her name shall be removed from the register of members if he/she:-

4.1 dies

4.2 ceases to qualify for membership under article 3

4.3 is expelled by a resolution passed by a majority not less than two thirds of the members present and voting at a council meeting of which notice has been duly given provided that a complaint in writing of conduct detrimental to the interests of the trust has been communicated to the member by the secretary of the trust not less than 28 days before that meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and such evidence as the member may wish to place before the meeting. If on due notice having been served upon him/her the member fails to attend the meeting without due cause the meeting may proceed in the member's absence.

4.4 for two consecutive years fails to pay his/her subscriptions in accordance with article

5

## **SUBSCRIPTIONS**

5 Members shall pay such subscriptions as the council may from time to time determine

5.1 The chairman shall be entitled in straightened circumstances in his/her absolute discretion to reduce any subscriptions due from any member

5.2 The membership shall commence on a date determined by the council and annual subscriptions shall be due and payable on the first day of a membership year

## **THE OFFICERS**

6 The officers of the trust shall consist of:-

The patron

The president

The honorary vice presidents



The chairman

The vice chairman

The treasurer

The secretary of the company

6.1.1 The Council may at any time propose to a general meeting of the members that a person holding a position of distinction in local or national affairs or who may have rendered some special service to the trust be invited to become a patron or an honorary vice president of the trust

6.1.2 The patron, and honorary vice presidents shall hold office for as long as the members in general meeting shall deem fit

6.2.1 at the first meeting of the council following the annual general meeting the council shall elect a chairman and vice chairman

6.2.2 the chairman once elected shall serve for a term of three years and shall be eligible for re-election for a further period of three years

6.2.3 during his period in office the chairman shall not be subject to clause 12.11 of the articles but shall retain his membership of council by virtue of office

6.2.4 the chairman shall not hold office for more than two consecutive periods of three years. After the lapse of one further year he/she may offer him/her self for re-election

6.2.5 the vice chairmen shall hold office from the meeting at which he/she is elected until the beginning of the first council meeting following the annual general meeting and shall be eligible for re-election

6.3.1 except as otherwise provided the honorary officers of the trust shall be elected at an annual general meeting and shall include a president and an honorary treasurer

6.3.2 candidates for election as president or honorary treasurer shall be nominated by two members as proposer and seconder who shall secure written consent of the candidate before submitting such nomination and the nomination shall state the office to which the nomination applies and must be received at the office of the trust at least five clear working days before the annual general meeting

6.3.3 should there be more than one candidate for any honorary office, election shall be by ballot

6.3.4 the president and honorary treasurer shall hold office from the conclusion of the annual general meeting at which they are elected until the conclusion of the annual general meeting next following and shall be eligible for re-election

6.3.5 casual vacancies may be filled by the council until the next annual general meeting

### **THE PRESIDENT**

7 The president shall preside at all general meetings of the trust

7.1 The president may delegate his duties to the chairman

### **THE CHAIRMAN**

8 The chairman's duties shall be:-

8.1.1 to preside at all meetings of the trust when the president is not present

8.1.2 to preside at all meetings of the council

8.2 To convene all meetings of the council and of the members

8.3 To use his/her best endeavours to ensure that the council carry out their duties

8.4 To sign in the name of the trust all contracts and agreements approved by the council

8.5 To supervise the work of the director of the trust

8.6 In his/her absolute discretion to delegate all or any of his/her powers or duties to any member or members of the council

### **THE VICE CHAIRMAN**

9 The vice chairman's duties shall be:-

9.1 To carry out the duties of the chairman in his/her absence except insofar as the chairman shall delegate such duties under article 8 hereof

9.2 To carry out such other duties as the chairman shall from time to time authorise

### **THE HONORARY TREASURER**

10 The honorary treasurer's duties shall be:-

10.1 to receive and be responsible for all monies belonging to the trust

- 10.2 to make such payments as the council shall from time to time authorise
- 10.3 to ensure that there is deposited with the bankers of the trust all monies received by him/her on account of the trust. All cheques for payment by the trust shall be signed by at least two of the persons appointed from time to time for that purpose by the council. The Treasurer shall be a signatory for cheques.
- 10.4 upon entering on his/her official duties, to ensure that he/she is furnished with the list itself of all current members to maintain that list and on retiring from office to deliver the same to his/her successor
- 10.5 to ensure that the proper books of account are kept in accordance with article 17
- 10.6 to effect such insurances for the trust as the council shall direct
- 10.7 with the consent of the chairman to delegate all or any of the duties aforesaid to any other person or persons who shall be a member of the council or a servant of the trust
- 10.8 as soon as possible after 31 August to deliver books of accounts to the auditors and give the auditors all such information as shall be required to enable the auditors to audit the accounts of the trust in sufficient time for the audited accounts to be presented to the annual general meeting in accordance with article 14
- 10.9 to submit an annual report of the financial affairs of the trust to the annual general meeting
- 10.10 to invest all monies at any time belonging to the trust and not required for immediate application for its objects according to the directions of the council in any investments from time to time authorised for the investment of trust money or in the purchase repair or improvement of any freehold or leasehold property whether or not required in whole or in part for occupation for the purposes of the trust

## **THE SECRETARY OF THE COMPANY**

11 Subject to section 13(5) of the Act the secretary shall be appointed by the council for such term at such remuneration and upon such conditions as the council may think fit; and any secretary so appointed may be removed by it

11.1 No member of the council may occupy the salaried position of secretary

11.2 The secretary's duties shall be:-

11.2.1 to keep minutes of the proceedings at all minutes of the council and of the members

11.2.2 to carry out such duties as shall from time to time be directed by the council

11.3 Subject to the provisions of 11.4 to delegate any of his/her non statutory duties to any person or persons who shall be a member of the council or a servant of the trust when so authorised by council

11.4 A provision of the Act or these articles requiring or authorising a thing to be done by or a member of the council and the secretary shall not be satisfied by being done by or to the same person acting both as member of council and as or in place of the secretary

## **THE COUNCIL**

12 The affairs of the trust shall be managed and conducted by a council which shall subject to the provisions of these articles and to any directors which may be given to it by the members in general have full power to act in the name of and on behalf of the trust in the furtherance of its objects.

12.1 In the exercise of the aforesaid powers and in the management of the business of the trust the members of the council shall always be mindful that they are charity trustees within the definition of section 46 of the Charities Act 1960 as the persons having the general control and management of the administration of a charity

12.2 Without prejudice to the generality of the foregoing the council's responsibilities shall include the following:-

12.2.1 financial management, budget preparation, spending control, decisions as to the priority given to competing needs or projects. It shall set guidelines and targets for the various branches of the trust operation reflected in the committees and monitor expenditure

12.2.2 making decisions to do with applying for and negotiating grants and sponsorship and other funding

12.2.3 personnel training policy decisions, appointments and job descriptions

12.2.4 decisions concerning the use and maintenance of buildings and plant

12.2.5 monitoring progress and quality of improvement work

12.2.6 arbitration in the event of disputes in relation to members

12.2.7 adoption and issuing of standing orders and rules for the use of the trust. Such standing orders and rules shall come into operation immediately provided always that they will be subject to

review by the members in general meeting and shall not be inconsistent with the provisions of these articles

12.2.8 receive reports from and monitor the work of the committees and ad-hoc committees to ensure that their work is being carried out correctly

12.3 In the employment and dismissal of all employees of the trust the council shall have absolute discretion as to the terms of such employment and the termination thereof

12.4 The council shall consist of:-

12.4.1 the honorary treasurer

12.4.2 the chairmen of the standing committees if not already members of council

12.4.3 no more than nine elected members (who shall be full members of the trust and shall not be employees or spouses or cohabitants of employees of the trust)

12.5 Nominations for election to the council shall be on the same form as and subject to the same requirements as nominations for the election of officers

12.6 Members of the council other than ex officio members shall be elected at an annual general meeting but after the officers have been elected at that meeting

12.7 Should nominations for membership of the council exceed vacancies, elections shall be by ballot

12.8 The council shall have power to fill casual vacancies by co-opting during any year any full member of the trust as a member of the council. Such members shall hold office until the next annual general meeting and shall be eligible for re-election

12.9 The council may invite any person to attend its meeting as an observer or adviser but without the power to vote

12.10 The council shall have power to appoint such ad hoc committees as it may from time to time decide and may determine their powers and terms of reference

12.11 One third of the members of the council elected under clause 12.4.3 hereof shall retire annually. The members so to retire shall be those (if any) co-opted by the council during the year and thereafter those who have been longest in office since their last appointment. As between members who have been members for the same length of time those due to retire shall be chosen by lot. Retiring members shall be eligible for re-election for three further years but after six

consecutive years of membership of the council they shall not be eligible for re-election until after the lapse of one year

12.12 The proceedings of the council shall not be invalidated by any failure to appoint or any defect in appointment of qualification of any one member

12.13 The council shall meet at least ten times per annum for the transaction of business

12.14 The quorum at meetings of the council shall be four of whom three shall be elected members of the council under clause 12.4.3 hereof

12.15 The chairman shall have a casting vote at meetings of the council

12.16 A special meeting of the council shall be held at the behest of the chairman or on the written request of six members of the council provided that at least seven working days' notice is given to all council members

12.17 The office of member of the council shall be vacated if the member:-

12.17.1 becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or

12.17.2 becomes prohibited from being a member of the council by reason of any order made under section 300 of the Act or an order made under any provision of the Company Directors' Disqualification Act 1986; or

12.17.3 becomes incapable by reason of mental disorder, illness or injury in managing or administering his/her property and affairs; or

12.17.4 resigns by notice in writing to the trust; or

12.17.5 is absent without reason acceptable to the council from six consecutive Council meetings; or

12.17.6 is directly or indirectly interested in any contract with the trust and fails to declare the nature of his/her interest in the manner required by section 317 of the Act. A member of the council shall declare that interest and shall not vote in respect of any contracts in which that person is interested nor any matter arising therefrom and if the member does so vote that vote shall not be counted

12.18 The trust may by ordinary resolution of which special notice has been given in accordance with section 379 of the Act remove any member of the council before the expiration of his/her

period of office notwithstanding anything in these articles or in any agreement between the trust and such member of the council

## **THE AUDITORS**

13 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act

## **MEETINGS**

14 The annual general meeting of the members of the trust shall be held within six months of the 31 August in each year to receive the reports of the council and the annual audited accounts to elect officers and members of the council and to appoint an auditor

14.1 The council may whenever it thinks fit convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of twenty five members entitled to vote on the date of the delivery of the requisition in conformity with section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the council capable of acting to form a quorum, any member of the council or any two members of the trust may convene an extraordinary general meeting in the same manner as that in which such meeting may be convened by the council

14.2 At least 21 days written notice of every general meeting shall be given to all members and the notice of any general meeting shall state reasons for calling it and the notice of an extraordinary general meeting shall also state the proposed business

14.3 A notice of a general meeting shall be deemed to have been given to a member if handed to the member personally or sent by post to him/her at his/her address for the time being shown in the records

14.4 The accidental omission to give notice of a general meeting to or the non receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding held at any meeting provided that those members so affected do not exceed five per centum of the full membership

14.5 All business shall be deemed special that was transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and reports of the council and of the auditors and election of members of the council in the place of those retiring and the appointment of the auditors. A resolution relating to special business shall be governed by section 378 of the Act.

14.6 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business save as herein otherwise provided. A quorum shall be five per cent of the full membership personally present

14.7 If within half an hour from the appointed time of the holding of a general meeting a quorum is not present a meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same date in the next week at the same time and place or at such other place as the council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum. The chairman may with the consent of any meeting at which quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time or place but no business shall be transacted at the meeting from which the adjournment took place.

14.8 Members shall not be entitled to any notice of any adjournment or for business to be transacted at an adjourned meeting except that whenever a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given in the same manner as for an original meeting

14.9 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands and unless a ballot be demanded by a majority of voting members present in person or by authorisation of the chairman. A declaration by the chairman of the meeting that a resolution had been carried by a particular majority together with an entry to that effect in the minute book of the trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a ballot may be withdrawn

14.10 In the case of an equality of votes whether on a show of hands or a ballot the chairman of the meeting shall be entitled to a casting vote

14.11 Votes may be given on a ballot either personally or by proxy. On a show of hands a member represented only by proxy shall have no vote. The instrument appointing a proxy shall be in writing and signed by the appointor or his/her attorney

14.12 The instrument appointing a proxy or the power of attorney or other documents (if any) shall be deposited at the office of the trust not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the instrument of proxy is to be used. No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution

14.13 A vote given in accordance with the terms of the instrument of proxy shall be valid notwithstanding the previous death or insanity or the principal or revocation of the proxy or of the authority under which the proxy was executed unless notice in writing of the death insanity or



revocation shall have been received at the office of the trust before the commencement of a meeting or adjourned meeting at which the proxy is used

14.14.1 Any instrument appointing proxy shall be in the following form or as near thereto as circumstances permit:-

#### LEEDS CIVIC TRUST

I \_\_\_\_\_ of \_\_\_\_\_ a member of Leeds Civic Trust hereby appoint \_\_\_\_\_ of \_\_\_\_\_ to vote for me and on my behalf at the (annual or Extraordinary or adjourned as the case may be) general meeting of the trust to be held:-

On the \_\_\_\_\_ day of \_\_\_\_\_ and at every adjournment thereof

AS WITNESS MY HAND this \_\_\_\_\_ day of \_\_\_\_\_

14.14.2 where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

Limited

I/We \_\_\_\_\_ of \_\_\_\_\_ in the county of \_\_\_\_\_ being member/s of the above named company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof

Signed this                      day of

This form is to be used in favour / against\* of the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.”

14.14.3 the instrument appointing a proxy shall be deemed to confirm authority to demand or join in demanding a poll.

14.15 The honorary secretary or some person nominated by the council shall enter in the appropriate minutes books a record of all proceedings at and resolutions of any meetings and shall carefully preserve such records.

## **COMMITTEES**

15.1 There shall be up to four standing committees responsible to council of the trust

15.2 The council may from time to time form committees to deal with specific aspects of work of the trust and in accordance with such rules as the council may prescribe.

15.3 The council shall have power to co-opt as members of such committees such full members of the trust as they in their absolute discretion deem fit who so shall serve for such period as the council shall decide provided that no member employed by the trust or his/her spouse or cohabitee shall be a member of a committee whilst he/she remains so employed

15.4 A committee may call on persons not being members of the trust to give expert advice and such experts may attend meetings of the committee concerned but shall have no rights as a member of that committee

15.5 The chairman and any other officers of a committee shall appointed by the committee from amongst themselves and shall hold office so long as the council shall deem fit

15.6 Each committee shall submit written reports to the council as and when required by the council. The chairman of a committee shall where required attend meetings of the council at which aspects of the work of the committee are being considered

15.7 The chairman of the council and any person authorised by him may attend all meetings of the committees

## **SEAL**

16 The seal of the trust shall not be affixed to any instrument except by authority delegated by a resolution of the council and in the presence of one member of the council and the honorary treasurer and the said member and the treasurer shall sign every instrument to which the seal has been affixed in the presence and such signatures shall be conclusive evidence in favour of any purchaser or person bonafide dealing with the trust

## **ACCOUNTS**

17 The council shall cause the accounting records to be kept in accordance with the provisions of the Act

17.1 The accounting records shall be kept in the registered office or subject to the provisions of the Act in such other place or places as the council think fit and shall always be open to the inspection of the members of the council

17.2 The council shall from time to time determine whether and the what extent and what time and place under what conditions or regulation the accounts and books of the trust or any of them shall be open to the inspection of the members provided that consent to such inspection shall not unreasonably be withheld

17.3 The council shall from time to time in accordance with the provision of the Act cause to be prepared and to be laid before the trust in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions

17.4 A copy of every balance sheet (including every document required by law to annexed thereto) which is to be laid before the trust in general meeting together with a copy of the auditors' report and the council's report shall not less than 7 days before the date of the meeting be sent to every member. Provided that this article shall not require a copy of these documents to be sent to any person of whose address the trust is not aware or to more than one of the joint holders of any debentures

## **NOTICES**

18 Notice may be served by the trust upon any member either personally or by sending it through the post in a pre paid letter addressed to such member at his registered address as appearing in the register of members

18.1 Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the trust an address within the United Kingdom at which notices may be served upon him/her shall be entitled to have notices served upon him/her at such address. Save as aforesaid and as provided by the act only those members who are described in the register of members by and address within the United Kingdom shall be entitled to receive notices from the trust

18.2 Any notices served by post shall be deemed to have been served on the second of two working days following the posting of such notice

## **WINDING UP**

19 If the council by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the trust it shall call a general meeting stating in the notice thereof the terms of the resolution to be proposed thereat

19.1 If such decision shall be confirmed by a two thirds majority of those present and voting at such general meeting the trust shall be dissolved

19.2 Clause 9 of the memorandum of association relating to the winding up of and dissolution of the trust shall have effect as if the provisions thereof were repeated in these articles

## **AMENDMENTS**

20 Any proposal to alter these articles must be delivered in writing to the office of the trust no later than 28 days before the date of the meeting at which it is first to be considered

20.1 An alteration to these articles may be made with the approval of both:-

(1) a simple majority of members of the council present and voting at a meeting of the council; and

(2) a two thirds majority of members of the trust present and voting at general meeting

20.2 Notice of each such meeting must have been given in accordance with normal procedure (in the case of the council meeting not less than fourteen days prior thereto) and giving the wording of the proposed alterations

20.3 Nothing herein contained shall authorise any amendment permitting the expenditure of funds of the trust on any object which is not a charitable object

NAME AND ADDRESS AND DESCRIPTION OF SUBSCRIBERS

James Olav Arnold – Retired Director

Manor Close, Thorner Lane, Scarcroft, Leeds LS14 3AL

Robert Emile Collins – Solicitor

29 Sandmoor Lane, Leeds LS17 7EA

Dated this 3 day of July 1992

witness to the above signatures

Linda Biran – Administrator – Eye on the Aire

75 Gledhow Wood Road, Leeds LS8 4DG