

Articles of Association of Alnwick Community Enterprise

1. Name

The company's name is Alnwick Community Enterprise (and in this document it is called the 'charity').

2. Interpretation

In the articles:

- 'address' means a postal address or, for electronic communication, a fax number, an e-mail address, or a telephone number for receiving text messages registered with the charity;
- 'the articles' means the charity's articles of association;
- 'the charity' means the company regulated by these articles;
- 'the Commission' means the Charity Commission for England and Wales;
- 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006);
- 'the directors' means the directors of the charity, who are also the charity trustees under section 177 of the Charities Act 2011;
- 'document' includes any document sent in electronic form;
- 'the memorandum' means the charity's memorandum of association;
- 'officers' includes the directors and the secretary (if any);
- 'secretary' means any person appointed to perform the duties of the secretary of the charity;
- 'the United Kingdom' means Great Britain and Northern Ireland.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

3. Liability of Members

The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they are a member or within one year after ceasing to be a member.

4. Objects

The charity's objects ('Objects') are specifically restricted to the following:

The promotion for the benefit of the public of rural regeneration in areas of social and economic deprivation in North Northumberland

(in particular in the district of Alnwick and its surrounding areas) by all or any of the following means:

- (a) the relief of financial hardship;
- (b) the relief of unemployment;
- (c) the advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience;
- (d) the provision of financial or technical assistance or business advice in order to provide training and employment opportunities;
- (e) the creation of training and employment opportunities by the provision of workspace, buildings and/or land on favourable terms;
- (f) the provision of housing for those in conditions of need and the improvement of housing in the public sector or in charitable ownership;
- (g) the maintenance, improvement or provision of public amenities;
- (h) the preservation of buildings or sites of historic or architectural importance;
- (i) the provision of recreational facilities for the public at large or for those who by reason of youth, age, infirmity or disablement, financial hardship or social and economic circumstances need such facilities;
- (j) the protection or conservation of the environment;
- (k) such other means as may from time to time be determined subject to the prior written consent of the Charity Commission.

5. Powers

The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

In particular, the charity has power to:

- raise funds, provided it does not undertake any taxable permanent trading activity;
- acquire, lease or otherwise own property;
- sell, lease or otherwise dispose of property subject to statutory compliance;
- borrow money and secure borrowing against charity property in accordance with the Charities Act 2011;
- cooperate with other charities, voluntary bodies and statutory authorities;
- establish or support charitable trusts or institutions;
- merge with or enter into joint ventures with other charities;
- set aside income as a reserve against future expenditure in line with a written reserves policy;

- employ and remunerate staff as necessary for carrying out the charity's work;
- deposit or invest funds, employ professional fund managers, and use nominees to hold property in accordance with the Trustee Act 2000;
- provide indemnity insurance for directors under section 189 of the Charities Act 2011;
- pay the costs of forming and registering the charity.

6. Application of Income and Property

The income and property of the charity shall be applied solely towards the promotion of the Objects.

A director is entitled to be reimbursed reasonable expenses incurred while acting on behalf of the charity

and may benefit from trustee indemnity insurance in accordance with section 189 of the Charities Act 2011.

No income or property shall be distributed by way of profit to members of the charity.

7. Benefits and Payments to Directors

No director or connected person may receive any benefit from the charity unless permitted by these articles,

by law, or with prior written consent of the Charity Commission.

This includes employment, remuneration, contracts for goods or services, loans, rent, or any financial benefit.

8. Members

The subscribers to the memorandum are the first members of the charity.

Membership is open to any individual or organisation that applies in the required form and is approved by the directors.

Membership is not transferable. The directors must maintain a register of members.

9. General Meetings

The charity must hold its first annual general meeting within eighteen months of incorporation,

and thereafter an AGM at least once every fifteen months.

The quorum for general meetings is three members or one tenth of the membership, whichever is greater.

10. Directors

The charity shall have a minimum of three directors. Directors are appointed by the members at general meetings

and serve in rotation, retiring by thirds each year.

The directors shall manage the charity's business and may exercise all its powers subject to the law and these articles.

11. Indemnity

The charity shall indemnify each director against any liability incurred in their capacity as director,

to the extent permitted by the Companies Act 2006.

12. Dissolution

If the charity is dissolved, any remaining assets after the payment of debts and liabilities shall be given or transferred

to another charity with similar objects, or failing that, as directed by the Charity Commission or the Court.

In no circumstances shall assets be distributed among members of the charity.