

The Companies Act 2006  
Private Company Limited by Guarantee

# CUMBRIA ASSOCIATION OF LOCAL COUNCILS LIMITED

## **ARTICLES OF ASSOCIATION**

Company Number: 15107335

Incorporated on 31<sup>st</sup> July 2023

Date of amendments 31<sup>st</sup> July 2024

Resolution to amend articles approved by CALC Board 7<sup>th</sup> August 2024

# COMPANY NOT HAVING A SHARE CAPITAL

## Company Limited by Guarantee and not having Share Capital Companies Act 2006

### Articles of Association

#### Cumbria Association of Local Councils Limited

### INDEX TO THE ARTICLES

#### PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of Directors
3. Objects and powers of the company
4. Non-distribution

#### PART 2 - DIRECTORS

##### DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' general authority
6. Members' reserve power
7. Directors may delegate
8. Committees

##### DECISION MAKING BY DIRECTORS

9. Directors to take decisions collectively
10. Unanimous decisions
11. Calling a Directors' meeting
12. Participation in Directors' meetings
13. Quorum for a Directors' meeting
14. Chairing of Directors' meetings
15. Casting vote
16. Conflict of interests
17. Records of decisions to be kept
18. Directors' discretion to make further rules

##### APPOINTMENT OF DIRECTORS

19. The number and methods of appointing Directors

20. Termination of Director's appointment
21. Directors' remuneration
22. Directors' expenses
23. CALC Local Branches

### **PART 3 - MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

24. Eligibility for and application for membership
25. Termination of membership

#### **ORGANISATION OF GENERAL MEETINGS**

26. Summoning of meetings and business to be transacted
27. Attendance and speaking at general meetings
28. Quorum for general meetings
29. Chairing general meetings
30. Attendance and speaking by Directors and non-members
31. Adjournment

#### **VOTING AT GENERAL MEETINGS**

32. Voting: general
33. Amendments to resolutions

### **PART 4 - ADMINISTRATIVE ARRANGEMENTS**

34. Means of communication to be used
35. Execution of documents and deeds
36. No right to inspect accounts and other records
37. Provisions for employees on cessation of business
38. Sub-rules and regulations

#### **DIRECTORS' INDEMNITY AND INSURANCE**

39. Indemnity
40. Insurance

#### **WINDING UP**

41. Winding up of company

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### 1. Defined terms

(1) In the articles unless the context requires otherwise;

“area” means the County of Cumbria, encompassing the Unitary Authorities or Cumberland and Westmorland & Furness

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than in England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;

“chairman of the meeting” has the meaning given in articles 14 and 29;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company;

“the company” means The Cumbria Association of Local Councils Limited;

“Company Chairman” means the person elected in accordance with article 5(2);

“Company Vice Chairmen” means the persons elected in accordance with article 5(4);

“connected person” means, in relation to a Director, a person with whom the Director shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Director’s family or household or a person or body who is a business associate of the Director, and (for the avoidance of doubt) does not include a company with which the Director’s only connection is an interest consisting of no more than 1% of the voting rights;

“Director” means a Director of the company and includes any person occupying the position of Director, by whatever name called, this has the meaning given in Section 112 of the Companies House Act 2006;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“elected” in article 19 means elected in accordance with section 16 (2) of the Local Government Act 1972 or following a casual vacancy elected or co-opted in accordance with section 89 (6) of the Local Government Act 1972;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“interest” in article 16 means a disclosable pecuniary interest within the meaning of the code of conduct produced by the National Association of Local Councils from time to time, and “interested” means having such an interest;

“locality” means either of the two unitary authority areas;

“Local Branch” means the Local Branch of CALC within the CALC structure either Cumberland Local Branch or Westmorland and Furness Local Branch;

“local council” means a parish or town council or a parish meeting of a parish not having a parish council;

“member council” is a council who has subscribed to the company

“member council representative” is a nominated person to speak on behalf of the member council

“objects” has the meaning given by article 3;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“parish council” has the meaning given in section 9 of the Local Government Act 1972 (however styled);

“parish meeting” has the meaning given in section 9 of the Local Government Act 1972 (however styled);

“participate” in relation to a Directors’ meeting has the meaning given in article 12;

“poll” means a vote conducted in accordance with article 34 following which a written record of the names of those voting on a resolution and whether the vote is to support, object or abstain is prepared;

“proxy notice” has the meaning given in Article 34B;

“representative” has the meaning given in article 27;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

“year” means a year commencing on 1 April and finishing on 31 March following.

(2). Unless the context otherwise requires other words or expressions contained in these articles bear the same meanings as are given in the Companies Act 2006 as in force on the date when these articles become binding on the company.

(3). Where a number of Directors, or a percentage of the total numbers of Directors is specified, the number shall be determined by reference to the number of Directors obtaining on 31st August in the year.

(4) These articles are to be interpreted without reference to the model articles for private companies limited by guarantee under the Companies Act 2006, which do not apply to the company.

(5) Save as mentioned in clause 1(2) any reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **2. Liability of Directors**

The liability of each Director is limited to £1, being the amount that each Director undertakes to contribute to the assets of the company in the event of its being wound up while he/she is a Director or within one year after he ceases to be a Director, for:

- a) payment of the company's debts and liabilities contracted before he/she ceases to be a Director,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves.

## **3. Objects and powers of the company**

1) The objects of the company are to take all steps that are necessary or desirable in the interest of local councils:

- a) To promote the Local Council sector in Cumbria (or any future replacement local government authorities covering a similar geographical boundary) in a non-political way for the public benefit by providing advice, information, training, assistance with funding and other services that enhance the quality and work of Parish and Town Councils and Parish Meetings.
- b) Advance the development and professionalism of Parish and Town Council members and Parish Meetings through the provision of training courses, educational material and appropriate specialist advice and information thereby assisting to ensure their compliance with all applicable legislation, good practice and maximize the benefit to their communities.
- c) Promote through Parish and Town Councils and Parish Meetings the empowerment of local communities in self-determining their individual aspirations, service needs and responsibility for the management of local services, facilities and land where appropriate.
- d) Assisting Town and Parish Councils and Parish Meetings in individually or collectively influencing local or broader policy decisions, including lobbying local and central government, public agencies, funders, lenders and other relevant organisations.
- e) Promote the maintenance, improvement or provision of public amenities by supporting the work of Parish and Town Councils and Parish Meetings which undertake this work for local community benefit.
- f) Advise and assist in securing the provision of facilities for recreation or other leisure-time occupation in the interests of social health and welfare with the object of improving the condition of life of local communities by supporting the work of Parish and Town Councils and Parish Meetings.

- g) Advance environmental protection or improvement by supporting the work of Parish and Town Councils and Parish Meetings: -
- to promote the preservation and enhancement of open green spaces and their local area generally,
  - to deliver carbon reduction
  - to consider reducing light pollution.
- h) Advise, provide specialist support, and training to Parish and Town Councils and Parish Meetings in developing proposals, negotiating with the Local Authority, and implementing direct service provision to their community.
- i) To support emerging town and parish councils and parish meetings with advice and guidance
- j) To work with as appropriate other voluntary bodies to serve the communities in which they operate
- k) To support and encourage Parish and Town Councils to fulfill their legal obligations regarding equality, diversity and inclusion as employers, service providers and community representatives.

2) Subject to the Companies Acts and these articles, the company shall have the power to do anything within the law that may promote or may help to promote the objects.

#### **4. Non-Distribution**

The income and property of the company shall be applied solely towards the promotion of the company and no portion thereof shall be paid or transferred directly or indirectly, by the way of a dividend, bonus or otherwise by way of profit, to Directors of the company.

**PART 2**  
**DIRECTORS**  
**DIRECTORS' POWERS AND RESPONSIBILITIES**

**5. Directors' general authority**

- (1) Subject to the articles, the Directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
- (2) The Directors must elect a Director as the Company Chairman at the first meeting of the Directors after the annual general meeting.
- (3) The Directors may terminate the Company Chairman's appointment at any time, if two-thirds of the other Directors resolve
- (4) The Directors must appoint 2 Directors as Company Vice-Chairmen (1 from the Cumberland Council area, and 1 from the Westmorland and Furness area) at the first meeting of the Directors after the annual general meeting.
- (5) The Directors may terminate the Vice-Chairman's appointments at any time if two-thirds of the other Directors resolve
- (6) The Directors may appoint a company secretary at such remuneration and on such terms and conditions as it thinks fit and any such person so appointed may be removed by the Directors if two-thirds of the other Directors resolve
- (7) The Directors may from time to time make such reasonable and proper rules, regulations or bye laws as they may deem necessary or expedient for the proper conduct and management of the company.

**6. Members' reserve power**

- (1) The member councils may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

**7. Directors may delegate**

- (1) Subject to the articles, the Directors may delegate any of the powers which are conferred on them under the articles:
  - a) to such person or committee;
  - b) by such means (including by power of attorney);
  - c) to such an extent;
  - d) in relation to such matters or territories; and
  - e) on such terms and conditions; as they think fit.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

**8. Committees**

- (1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Directors.
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## DECISION-MAKING BY DIRECTORS

### 9. Directors to take decisions collectively

(1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

### 10. Unanimous decisions

(1) A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

(3) References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

### 11. Calling a Directors' meeting

(1) The Company Chairman or any two Directors may call a Directors meeting by giving notice of the meeting to the Directors or by authorising the company secretary to give such notice.

(2) Notice of any Directors' meeting must indicate:

- a) its proposed date and time;
- b) where it is to take place;
- c) the business proposed to be transacted; and
- d) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a Directors' meeting must be given to each Director in writing, of which email is acceptable.

(4) Notice of a Directors' meeting must be given at least 7 working days before the meeting.

(5) There needs to be representation from both Unitary Associations at all directors Meetings

### 12. Participation in Directors' meetings

(1) Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- a) the meeting has been called and takes place in accordance with the articles, and
- b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

### 13. Quorum for Directors' meetings

(1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for Directors' meetings shall be one third of the whole number of Directors, and in no case shall the quorum of a meeting be less than three.

(3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

- a) to appoint further Directors, or
- b) to call a general meeting so as to enable the member councils to appoint further Directors.

#### **14. Chairing of Directors' meetings**

- (1) the Company Chairman, or in their absence the one of the Company Vice Chairmen will chair the meeting.
- (2) If the Company Chairman, or in their absence the Company Vice-Chairman, is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

#### **15. Casting vote**

- (1) If the numbers of votes for and against a proposal are equal, the Company Chairman, the Company Vice-Chairman if chairing the meeting or other Director chairing the meeting has a casting vote.
- (2) Article 15 (1) does not apply if, in accordance with the article 16 (8), the chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **16. Conflicts of interest**

- (1) All Directors must, in addition to the requirements of the Companies Act 2006, within 28 days of appointment disclose to the company secretary any interests.
- (2) All Directors must, in addition to complying with the Companies Act 2006, disclose any interests at the meeting and, unless article 16 (4) applies, then the Director must:
  - (a) not participate or participate further in any discussions of the matter at the meeting;
  - (b) not participate in any vote or further vote taken on the matter at the meeting; and
  - (c) remove himself or herself from the meeting while any discussion or vote takes place on the matter;

**PROVIDED THAT** where a Director has a non-registrable interest and that interest arises only from the Director's participation in, or Membership of, a body whose objectives or purposes are charitable, philanthropic or otherwise for the benefit of the community or a section of the community, the Director may with the permission of the chairman of the meeting address the meeting to provide such information as he or she reasonably considers might inform the decision to be made before complying with (a) to (c) of this article.
- (3) Unless article 16 (4) applies, if a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (4) A Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes if two-thirds of the other Directors resolve:
  - (a) to dis-apply the provisions of article 16 (3) which would otherwise prevent a Director from being counted as participating in the decision-making process;
  - (b) that the Director's interests cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) that the Director's conflict of interest arises from a permitted cause.
- (5) For the purposes of this article the following are permitted causes:
  - (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
  - (b) subscription, or an arrangement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, or sub-underwrite, or guarantee subscription for any securities; and
  - (c) arrangements, pursuant to which benefits are made to employees and Directors, or former employees and Directors of the company or any of its subsidiaries, which do not provide special benefits for Directors or former Directors.

- (6) For the purpose of this article references to proposed decisions and decision- making processes include any Directors' meeting or part of a Directors' meeting.
- (7) Subject to article 16 (8) if a question arises at a meeting of Directors, or of a committee of Directors, as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than the chairman is to be final and conclusive.
- (8) If a question as to the right of a Director to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the Directors at the meeting, for which the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **17. Records of decisions to be kept**

The Directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

#### **18. Directors' discretion to make further rules**

Subject to the articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

### **APPOINTMENT OF DIRECTORS**

#### **19. The number and methods of appointing Directors**

- (1) The total number of Directors shall comprise of no fewer than 10, and no more than 14 individuals, and may be appointed to be a Director by:
  - (a) The company secretary will seek nominations from parishes and town councils from member parish/town councils within six county wide geographical areas defined by the CALC Board of Directors before going out for nominations .
  - (b) Nominations will be sought from properly convened meetings and be submitted on the relevant form.
  - (c) If more than 2 nominations are received from a geographically defined area then a ballot will be held for councillors to vote on within that specific geographical area. If less nominations than seats are received, then those nominated will automatically become directors, as long as the meet the required criteria.
- (2) Appointment of the Treasurer – requests for nominations will be sought from all geographical areas, if more than one nomination is received that meets the selection criteria then the appointment will be made by a selection panel comprising Directors and the Company Secretary.
- (3) In order to be appointed under article 19(1) a Director must:
  - (a) be willing to act as a Director for a three year term and is permitted by law to do so; and
  - (b) be either:
    - (i) a Councillor of a member council at the time of election; or
    - (ii) be the chairman of a parish meeting at the time of election; or
    - (iii) be any person deemed of benefit to the company; and
  - (c) not be disqualified from acting as a Director in accordance with articles 20(1)-(3).
- (4) In addition to the above the CALC Board of Directors may co-opt up to 2 persons due to their profession, vocation, knowledge or experience if they are deemed of benefit to the company.
- (5) At the first annual general meeting all Directors must retire from office but may offer themselves for re-appointment.

- (6) At every subsequent annual meeting, subject to article 19(7) and 19(8), one-third of the Directors must retire from office but may offer themselves for re-appointment. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Directors were last appointed or reappointed on the same day, those to retire shall (unless agreed among themselves) be determined by lot.
- (7) Newly appointed Directors shall come into office at the conclusion of the meeting at which they are appointed.
- (8) In the event of a casual vacancy in the office of a Director the Directors may appoint a person to act as a Director and the Director so appointed shall hold office until the date upon which the person in whose place he or she is appointed would regularly have retired, and he or she shall then retire.
- (9) A retiring Director may offer themselves for reappointment for not more than 2 consecutive 3 year terms. Persons having served 2 consecutive 3 year terms can be considered for appointment following a 12-month period from the time they retired from office.

## **20. Termination of Director's appointment**

- (1) A person ceases to be a Director as soon as:
  - a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
  - b) a bankruptcy order is made against that person;
  - c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - e) *[paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]*
  - f) notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
  - g) two-thirds of the other Directors resolve that it is in the best interests of the company that his or her appointment is terminated;
  - h) that person is removed as a Director by the Directors in accordance with the procedure under s.168 of the Companies Act 2006;
  - i) that person is convicted of any offence involving dishonesty or deception, or has had passed on him or her a sentence of imprisonment (whether suspended or not) for any other offence without the option of a fine.
- (2) Subject to article 20(3), if a Director has been appointed by reason of being a local Councillor or chairman of a parish meeting, and that person retires from or otherwise vacates such office, or ceases to be qualified for election and holding office as a Director of a local authority under any provision of the Local Government Act 1972, he or she may not continue to be a Director of the company. A casual vacancy shall arise;
- (3) Article 20(2) shall not apply if the Director has ceased to hold office as a Director for any of the reasons listed in article 20 (1), or has been disqualified from holding office as a member of a local authority, or vacates such office, for:
  - (1) failure to deliver a signed declaration of acceptance of office;
  - (2) failure to attend 3 consecutive meetings unless prior approval has been given by the Board;
  - (3) failure to disclose and/or register interests;
  - (4) any other reason which is reasonably construed by a majority of the other Directors as arising from his or her improper, corrupt or illegal conduct or practices;
 in any of which cases that person shall cease to be a Director of the company immediately.
- (4) The Directors shall have the right to suspend a Director where two-thirds of the other Directors resolve that it is

in the best interests of the company that he or she is suspended as a Director; provided that the Directors' resolution shall specify the terms and duration of such suspension at the time of passing the resolution.

(5) Subject to article 20(1)(g), the Director concerned must be given 21 days-notice and has the right to make representations to the rest of the board.

## **21. Directors' remuneration**

(1) Directors may undertake any services for the company that the Directors decide.

(2) Directors are not entitled to such remunerations:

- a) for their services to the company as Directors, and
- b) for any other service which they undertake for the company, save as provided in articles 21(3) and 22.

(3) No Director or a connected person may be employed by the company, but any Director or connected person may enter into a written contract with the company, to supply goods or services additional to their services as a Director in return for a payment or other benefit but only if:

- (a) the goods or services are actually required by the company, and the Directors decide - and it is minuted - that it is in the best interests of the company to enter into such a contract;
- (b) the nature and level of the remuneration is no more than reasonable in relation to the value of the goods or services;
- (c) the provisions of article 16(2) apply to all discussions and decision-making by the Directors in relation to the matter; and
- (d) no more than half of the Directors are subject to such a contract in any financial year of the company.

## **22. Directors' expenses**

The company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- a) meetings of Directors or committees of Directors,
- b) general meetings, or
- c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

## **23. CALC Local Branches**

(a) There shall be two Local Branches of CALC, one for each of the two local government Unitary configurations

(b) Membership of a Local Branch shall be open to local councils in membership of the Association, within their geographical area.

(c) The activities of a Local Branch shall further the objectives of CALC within that geographical location.

(d) Each Local Branch shall operate according to the terms of reference agreed by the CALC Board of Directors.

(e) The CALC Board Directors elected within each geographical area will form the Local Branch Executive for that area.

(f) The Vice Chairs of CALC will Chair the Branch Executive meetings.

**PART 3**  
**MEMBERS**  
**BECOMING AND CEASING TO BE A MEMBER**

**24. Applications for Membership**

- (1) Every parish meeting, parish council or town council in Cumbria shall be eligible for Membership of the company
- (2) No parish meeting, parish council or town council shall become a member of the company unless:
  - a) Subscription Payment has been made (subject to 25 (1)(b) below)
  - b) the council has completed a Membership form approved by the Company Secretary
- (3) Each member will further the objects so far as practicable and observe any standing orders rules and regulations issued under the articles

**25. Termination of Membership.**

- (1) A local council's Membership terminates:
  - (a) when that local council ceases to exist;
  - (b) on 1 August in any year if the local council fails to have paid in full its subscription on or by 31 July (unless the Directors upon prior application consider that there are substantial grounds for waiving the requirement)\*. A reminder will be sent to councils who have not paid by 20<sup>th</sup> June that payment is due to be paid or that councils membership will be terminated;
  - (c) if, in the view of the Directors, it is determined that a members' continued Membership is not in the best interests of the company or that Membership should cease for any other reason and the Directors pass a resolution to this effect by not less than two-thirds majority; or
  - (d) if a member decides to no longer continue in Membership during the year.-
- (2) No Membership fees paid to the date of termination will be refunded.
- (3) Subject to 25 (1)(c), a local council can appeal against the decision of the Directors to Chairman of CALC, following the grievance procedure.

**ORGANISATION OF GENERAL MEETINGS**

**26. Summoning of meetings and business to be transacted**

- (1) There shall be an annual general meeting of the CALC Board in every year.
- (2) The Directors may summon such other general meetings as they may determine.
- (3) A general meeting may be requisitioned by notice signed by not less than 10% of the total number of member councils.
- (4) The company secretary or such other officer performing similar functions appointed by the company shall give to each member not less than 14 working days' notice of a general meeting.
- (5) The notice referred to in article 26 (4) shall specify the time and place of the intended meeting and the business proposed to be transacted at the meeting but the want of service of such notice on a member shall not affect the validity of the meeting.
- (6) At the first annual general meeting of the company:
  - (a) the Chair of the CALC Board will Chair the annual general meeting.
  - (b) other items of business shall include the confirmation of appointment of Directors in accordance with the procedure indicated in article 19 (1), the appointment of the auditors or independent examiners (as the case

may be), and a report of the activities and statement of accounts of the company up to the end of the month preceding the month in which the first annual general meeting of the company is held.

- (7) In every notice calling a general meeting of the company there must appear with reasonable prominence a statement informing the Director of its rights to appoint another person as its proxy at a general meeting.
- (8) At subsequent annual general meetings and general meetings:
  - (a) the Company Chairman (or in his or her absence the Company Vice-Chairman) shall chair general meetings if present;
  - (b) if the Company Chairman or Company Vice Chairman is not present within ten minutes of the time at which the meeting was due to start the representatives present must appoint a Director or representative to chair the meeting, and the appointment of a chairman of the meeting must be the first business of the meeting;
  - (c) other items of business shall include the appointment of Directors in accordance with the procedure indicated in article 19 (1), the appointment of auditors or independent examiners (as the case may be), the Directors' annual report to members and the statement of audited accounts.

## **27. Attendance and speaking at general meetings of the membership**

- (1) Each member council may appoint one person to act as its representative to attend, to speak and to vote at a general meeting.
- (2) In the case of a local council its representative must be a local Councillor holding office in the council or an appointed person designated at a council meeting to represent the council, and in the case of a parish meeting its representative must either be the chairman of the parish meeting or a local government elector of the parish designated at a parish meeting to represent it at meetings of the company.
- (3) Each member may appoint one additional person to act as its representative to attend and speak at a general meeting. That person may be:
  - (a) a local Councillor holding office in the council;
  - (b) the clerk or other employee of the council;
  - (c) in the case of a parish meeting, a local government elector of the parish designated at a parish meeting to represent it at meetings of the company.
- (4) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that person has on the business of the meeting for a period of 3 minutes. Prior notice of the question / topic to be raised should be sent to the Company Secretary by 5pm on the day before the general meeting. Directors may alter these arrangements during the course of the meeting if they consider it appropriate to enable those attending to exercise their rights to speak or vote.
- (5) A representative with voting rights is able to exercise the right to vote at a general meeting when:
  - (a) that person is able to vote, during the meeting, on resolutions put to the meeting; and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (6) In determining attendance at a general meeting, the attendance of voting members can be either face to face or on a virtual platform.
- (7) Voting members have the right to speak and/or vote regardless of whether attending face to face or on a virtual platform.
- (8) Motions must be submitted in writing a minimum of 3 weeks prior to a general meeting to the Company Secretary.

## **28. Quorum for general meetings**

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum of more than 10% of the members.

### **29. Chairing general meetings**

- (1) The Company Chairman (or in his or her absence the Company Vice-Chairman) shall chair general meetings if present.
- (2) If the Company Chairman or the Company Vice-Chairman is not present within 10 minutes of the time at which the meeting was due to start the representatives and proxies present at the meeting must appoint a Director or representative to chair the meeting and the appointment of the chairman must be the first business of the meeting.
- (3) The person chairing the meeting in accordance with articles 29 (1) or (2) is referred to as “the chairman of the meeting” in accordance with 26 (6) of the articles.

### **30. Attendance and speaking by Directors and non-directors**

- (1) Directors may attend and speak at general meetings, whether or not they are representatives.
- (2) The chairman of the meeting may permit other persons who are not Directors of the company to attend and speak at a general meeting.

### **31. Adjournment**

- (1) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
  - (a) the meeting consents to the adjournment; or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- (2) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (3) When adjourning a general meeting the chairman of the meeting must:
  - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (4) If the continuation of an adjourned meeting is to take place more than 14 days after it is adjourned the company must give at least 7 clear days’ notice of it (that is excluding the day of the adjourned meeting and the day on which the notice is given);
  - (a) to the same persons to whom the notice of the company’s general meetings is required to be given; and
  - (b) containing the same information which such notice is required to contain.
- (5) No business may be transacted at an adjourned general meeting which could not have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **32. Voting: general**

- (1) Every member council of the company whose name is entered in the company’s register of members has one vote at every general meeting on a resolution on a show of hands and the voting representative of each Director or their proxy may only vote once on a resolution.
- (2) A resolution put to the vote of a general meeting must be decided on a show of hands or a secret ballot if the meeting is held face to face. If the meeting is held on-line then a vote can be taken by a show of hands or a member may request that a postal ballot is held.

### **33. Amendments to resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - (b) the proposed amendment does not go beyond what is necessary to correct a grammatical in the resolution, and in the reasonable opinion of the chairman of the meeting:
    - I. is no more onerous on the company than the existing resolution;
    - II. does not have the effect of negating the substantive motion;
    - III. it is not legally ineffective
    - IV. it does not take the form of giving a direction to the board in circumstances where the management of the company have been entrusted to the board, unless directed otherwise by the passing of a special resolution.
- (2) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order the chairman's error does not invalidate the vote on that resolution.

**PART4**  
**ADMINISTRATIVE ARRANGEMENTS**

**34. Means of communication to be used**

- (1) Subject to the articles, anything sent or supplied by or to the company may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors will be sent electronically unless the individual has special requirements.
- (3) A Director may agree with the company that notices or documents sent to that Director in a particular way may be deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.
  - (a) Any notice to be given to or by any person pursuant to the articles must be given in electronic form.
- (5) The company may give notice to a member council either:
  - (a) by giving it in electronic form to the member councils email address; or
  - (b) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- (6) A duly authorised representative of member council present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (7) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (8) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given 48 hours after it was sent.

**35. Execution of documents and deeds**

- (1) In accordance with sections 44, 46 and 47 Companies Act 2006 a document or deed is validly executed by the company if it is signed on behalf of the company:
  - (a) by two authorised signatories; or
  - (b) by a Director of the company in the presence of a witness who attests the signature; or
  - (c) by an attorney empowered by an instrument executed as a deed by the company to execute deeds or other documents on the company's behalf.
- (2) For the purposes of this article an authorised signatory is:
  - (a) every Director of the company;
  - (b) the company secretary.
- (3) A deed must also be delivered as a deed, and it is presumed to be delivered upon its being executed unless a contrary intention is proved.
- (4) For the avoidance of doubt the company does not have a common seal.

**36. No right to inspect accounts and other records**

Except as provided by law or authorised by the Directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a Member.

**37. Provision for employees on the cessation of business**

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the

company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

### **38. Sub-rules and regulations**

- (1) 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.
- (2) The bye laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the company (including the admission of organisations to Membership) 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 procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - (d) generally, all such matters as are commonly the subject matter of company rules.
- (3) The company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) 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.
- (5) 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 articles.

### **DIRECTORS' INDEMNITY AND INSURANCE STILL NEED TO CHECK THIS BIT**

### **39. Indemnity**

- (1) Subject to article 38(2) a relevant Director of the company or an associated company may be indemnified out of the company's assets against:
  - (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;
  - (b) any liability incurred by that Director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); or
  - (c) any other liability incurred by that Director as an officer of the company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of the law.
- (3) In this article:
  - (a) companies are associated if one is the subsidiary of the other or both are subsidiaries of the same body corporate; and
  - (b) a "relevant Director" means any Director or former Director of the company or an associated company.

### **40. Insurance**

- (1) The Directors may decide to purchase and maintain insurance at the expense of the company for the benefit of any relevant Director in respect of any relevant loss.
- (2) In this article:
  - (a) a "relevant Director" means any Director or former Director of the company or an associated company;

- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **WINDING UP**

### **41. Winding up of company**

- (1) If upon the winding up or dissolution of the company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Directors of the company, but shall be transferred to one or more organisations having objects similar to the objects of the company, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are at least as restrictive as those in these articles. Such organisation or organisations shall be determined by the Directors of the company on dissolution. If and so far as effect cannot be given to the aforesaid provisions then such property shall be given or transferred to any charity or charities.