

## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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### Memorandum of Association of The C.R.U.M.B.S. Project

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the Company.

Name of each subscriber

Authentication by each subscriber

Peter A Jones

Sarah Howard

Mark Collinge

Simon Thomas

Heather Hartwell

Susan Valler

Catriona Duncan

Shaun Warren

Dated: \_\_\_\_\_

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## ARTICLES OF ASSOCIATION OF THE C.R.U.M.B.S. PROJECT

Company Name: The C.R.U.M.B.S. Project

Company Number: 07294713

Charity Commission Number: 1151926

Registered Address: 10 Bridge Street Christchurch Dorset, BH23 1EF

### INTERPRETATION

1. Defined Terms - The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

### OBJECTS AND POWERS

2. Objects - The Charity's Objects are restricted specifically to the following:

To promote education and social inclusion for the public benefit of disadvantaged individuals with mental health problems, learning difficulties, head injuries, neurodivergence, stabilised addiction, or other related health problems, through the provision of training and education in professional hospitality and life skills, and to encourage and support those individuals into independent living and employment.

3. Powers - The Charity has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. This includes, but is not limited to, the power to:

- a) Raise funds and invite and receive contributions;
- b) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) Sell, lease or otherwise dispose of all or any part of the property belonging to the Charity;
- d) Borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- e) Co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) Establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- g) Acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity;

- h) Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i) Employ and remunerate such staff as are necessary for carrying out the work of the Charity;
- j) Deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the Charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
- k) Provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

## **LIMITATION ON PRIVATE BENEFITS**

4. The income and property of the Charity shall be applied solely towards the promotion of its Objects. Except as provided below, no part of the income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Charity. This shall not prevent any payment in good faith by the Charity of:

- a) Reasonable and proper remuneration to any Member, officer or employee of the Charity for any services rendered to the Charity;
- b) Interest at a reasonable and proper rate on money lent by any Member to the Charity;
- c) Reasonable rent for premises demised or let by any Member to the Charity;
- d) Any payments to a Member who is also a Trustee which are permitted under Article 5.

5. A Trustee may receive the following benefits from the Charity:

- a) A Trustee may be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Charity;
- b) A Trustee may be covered under the terms of Trustee indemnity insurance purchased by the Charity;
- c) A Trustee may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out in these Articles;
- d) A Trustee may receive payment for services provided to the Charity, other than for acting as a Trustee, provided that Article 6 is complied with.

6. A Trustee may not be an employee of the Charity, but a Trustee or Connected Person may enter into a contract with the Charity to supply services in return for payment or other material benefit if:

- a) The services are actually required by the Charity, as determined by a general resolution of the Trustees;

b) The nature and level of the benefit is no more than reasonable in relation to the value of the services and is set at a meeting of the Trustees in accordance with the procedure in Article 21; and

c) No more than one-third of the Trustees are interested in such a contract in any financial year.

## **LIABILITY, INDEMNITY AND WINDING UP**

7. The liability of Members is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up.

8. If the Charity is wound up or dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

a) By transfer to one or more other charities with similar Objects;

b) Directly for the Objects of the Charity or for charitable purposes which are within or similar to the Objects;

c) In such other manner consistent with charitable status as the Commission approves in writing in advance.

9. Every Trustee, or former Trustee, of the Charity may be indemnified out of the Charity's assets against any liability incurred in that capacity to the extent permitted by the Companies Act.

## **TRUSTEES' POWERS AND RESPONSIBILITIES**

10. Trustees' general authority - Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

11. Members' reserve power - The Members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.

12. Chair - The Trustees may appoint one of their number to be the Chair of the Trustees for a term of three years and may at any time remove them from office. At the end of each term, the appointment shall be reviewed. A Trustee may serve as Chair for a maximum of three terms, with the possibility of extension if agreed by two-thirds of the existing Trustees.

13. Trustees may delegate - Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee, and the terms of any delegation must be

recorded in the minute book. The Trustees may revoke or alter a delegation. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

14. Committees - Committees to which the Trustees delegate any of their powers must contain at least one Trustee and 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 Trustees.

## **DECISION-MAKING BY TRUSTEES**

15. Trustees to take decisions collectively - Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 19.

16. Calling a Trustees' meeting - Any Trustee may call a Trustees' meeting by giving reasonable notice to the Trustees. Notice of any Trustees' meeting must be given in writing or electronic format to each Trustee's last recorded address, indicating its proposed date, time and agenda. If one has been appointed, the Chair shall preside.

17. Participation in Trustees' meetings - Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when the meeting has been called and takes place in accordance with the Articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting. Trustees participating by suitable electronic means shall qualify as being present at the Trustees' meeting.

18. Quorum for Trustees' meetings - At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for Trustees' meetings shall be one-third of the total number of Trustees, rounded up to the nearest whole number, with a minimum of two Trustees.

19. Majority decisions without Trustees' meeting - A decision may be taken by a majority of the Trustees without a Trustees' meeting if each Trustee has given approval to the resolution in writing or by electronic means. Such a resolution shall be as valid and effectual as if it had been passed at a Trustees' meeting duly convened and held.

20. Casting vote - If the numbers of votes for and against a proposal are equal, the Chair or other Trustee chairing the meeting has a casting vote. But this does not apply if, in accordance with the Articles, the Chair or other Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

21. Conflicts of interest - If a proposed decision of the Trustees is concerned with an actual or proposed transaction or arrangement with the Charity in which a Trustee is

interested, that Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes unless expressly authorised under Article 6.

(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

22. Register of Trustees' interests - The Trustees must keep a register of Trustees' interests and any conflicts of interest.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

23. Number of Trustees - There must be at least three Trustees. If the number falls below three, the remaining Trustee or Trustees may act only to call a meeting of the Trustees or appoint a new Trustee. The maximum number of Trustees is twelve.

24. Appointment and retirement of Trustees - Any person who is willing to act as a Trustee, and is permitted by law to do so, may be appointed to be a Trustee by a decision of the Trustees for a term of three years. Trustees on retirement are eligible for reappointment up to a maximum of three terms. Further terms may be served if agreed by two-thirds of the existing Trustees.

25. Termination of Trustee's appointment - A person ceases to be a Trustee as soon as:

- a) That person ceases to be a director by virtue of any provision of the Companies Act 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 Charity stating that that person has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- e) Notification is received by the Charity from the Trustee that the Trustee is resigning, and such resignation has taken effect in accordance with its terms;
- f) That Trustee fails to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason; or
- g) At a general meeting of the Charity, a resolution is passed that the Trustee be removed from office, provided the Trustee has been given at least 14 Clear Days' notice in writing and the opportunity to be heard.

## **MEMBERS**

26. Trustees as Members - The Trustees from time to time shall be the only Members of the Charity. A Trustee shall automatically become a Member on their appointment and shall automatically cease to be a Member when they cease to be a Trustee.

27. Transfer of Membership - Membership of the Charity cannot be transferred.

## **DECISION MAKING BY MEMBERS**

28. Votes of Members - Every Member shall have one vote. All Members' decisions shall be made by ordinary resolution, except where required to be a special resolution by the Companies Act or these Articles.

29. Poll votes - A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

30. Proxy voting - Proxies may only validly be appointed by a notice in writing which states the name and address of the Member appointing the proxy, identifies the person appointed as proxy, and is authenticated by the appointer. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote.

## **ADMINISTRATIVE ARRANGEMENTS**

31. Means of communication to be used - Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way provided for under the Companies Act. This includes but is not limited to electronic format, in writing to Trustees' last recorded address by first class mail, and other suitable electronic means.

32. Irregularities - The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity in the proceedings or any want of qualification in any of the persons present or voting.

33. Minutes - The Trustees must keep minutes of all general meetings, Trustees' meetings, and meetings of committees of Trustees, including the names of the Trustees present at such meetings.

34. Records and accounts - The Trustees shall comply with the requirements of the Companies Act and the Charities Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of annual reports, returns and accounts.

## **SCHEDULE**

Defined terms - In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

- "Address" - includes a number or address used for the purposes of sending or receiving documents by electronic means;
- "Articles" - the Charity's Articles of Association;
- "Charities Act" - the Charities Act 2011 as amended from time to time;
- "Charity" - the company governed by these Articles;
- "Clear Days" - in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "Commission" - the Charity Commission for England and Wales;
- "Companies Act" - the Companies Act 2006 as amended from time to time;
- "Connected Person" - as defined under section 118 of the Charities Act;
- "Document" - includes, unless otherwise specified, any document sent or supplied in electronic form;
- "Electronic form" - as defined under section 1168 of the Companies Act;
- "Member" - a Member of the Charity as defined under section 112 of the Companies Act;
- "Ordinary resolution" - as defined under section 282 of the Companies Act;



- "Special resolution" - as defined under section 283 of the Companies Act;
- "Trustee" - a director of the Charity and "Trustees" means the directors.