



# Articles of Association

Healthwatch Rutland Community Interest Company

The Companies Act 2006

Community Interest Company Limited by Guarantee

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Memorandum of Association of  
Healthwatch Rutland  
Community Interest Company

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The Companies Act 2006  
 Community Interest Company Limited by Guarantee  
 Memorandum of Association  
 of  
 Healthwatch Rutland Community Interest Company

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*

Jennifer Fenelon
Jennifer Pearce
Bart Hellyer
Judith Worthington
Elizabeth Tebbit
Barry Read


*Date*

**Footnote**

Above are listed the original Subscribers upon establishment of the Healthwatch Rutland Community Interest company in 2014. They constituted the Healthwatch Rutland CIC Board at the time of inception. Board Membership has been updated at each subsequent AGM and a record is kept in the Company's minute book.

The Company also maintains a register of persons holding a controlling influence in the Company of which there are nil.

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Articles of Association of  
Healthwatch Rutland Community Interest Company

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(based on CIC Limited by Guarantee, Schedule 1, Large Membership)

Revision May 2017

# The Companies Act 2006

## Community Interest Company Limited by Guarantee

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The Companies Act 2006  
Articles of Association  
of

Healthwatch Rutland Community Interest Company

**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

**COMMUNITY INTEREST COMPANY AND ASSET LOCK**

**2. Community Interest Company**

The Company is to be a community interest company

**3. Asset Lock**

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to

1. the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and
2. the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

3.4 If:

1. the Company is wound up under the Insolvency Act 1986, and
2. all its liabilities have been satisfied

any residual assets shall be given or transferred to an asset-locked body as decided by the members of the company in a general meeting

**4 Not for profit**

The Company is not established or conducted for private gain, and any surplus or assets are used principally for the benefit of the community

**OBJECTS, POWERS AND LIMITATION OF LIABILITY**

**5 Objects**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to deliver the functions of a local Healthwatch within the Rutland area including:

1. Obtaining and representing the views of the people of Rutland about their needs for and experience of local medical health and social care services
2. Actively involving all Rutland communities and demographics - by engaging and having accessible outreach services throughout Rutland
3. Providing information and advice to Rutland people about accessing local health and social care services
4. Promoting and supporting the involvement of Rutland people in having a voice in the commissioning, development, delivery and equality of access to local health and care services and facilities
5. Providing training and development of skills for volunteers and the wider community in understanding, scrutinizing, reviewing and monitoring local health and care services and facilities

## **6 Powers**

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular:

1. To employ staff, or engage consultants and advisers on such terms as the Board thinks fit and to provide pensions to staff
2. To recruit or assist in recruiting and managing voluntary workers including paying their reasonable expenses
3. To purchase lease exchange hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests)
4. To construct, alter, improve, convert, maintain, equip, furnish any structures or property
5. To raise funds and invite and receive contributions
6. To trade in the course of carrying out the Objects and to charge for services
7. To hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organizations working in similar fields
8. To promote or carry out research and publish the results of it
9. To co-operate with and enter into contracts with any person
10. To draw, make, accept, endorse, discount and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Company
11. To insure the assets of the Company to such amount and on such terms as the Board decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board decides without necessarily having to restore the asset
12. To insure and indemnify the Company's employees, Directors, and voluntary workers from



and against all risks incurred in the proper performance of their duties

13. To co-operate or join with any charity, voluntary body, public or statutory authority, or any other organization in furthering the Objects or allied purposes, to exchange information and advice and to undertake joint activities with them
14. To affiliate, register, subscribe to or join any organization
15. To act as agent for any organisation

### **7 Liability of Ordinary and Subscriber Members (titled Board Members)**

Ordinary Members of the company are those persons admitted to Membership by Healthwatch Rutland CIC. Membership entitles the individual to vote at the company's annual general meeting. Ordinary Members have no financial liabilities.

Subscriber Members who are called *Board Members* are elected by the ordinary membership at Annual General Meetings. Board Members should be already ordinary members in order to be elected. The maximum number of Board Members including the Chair shall be 10.

Decisions of the company shall be made by up to 10 Subscriber Members who are elected by the Membership and called *Board Members*

A record of current subscriber Members is kept in the Company's minute book. They make decisions collectively under the chairmanship of one Board Member elected by them as Chair.

The liability of each Subscriber Member (titled *Board Member*) is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,

7.2 payment of the costs, charges and expenses of winding up, and

7.3 adjustment of the rights of the contributories among themselves

## **DIRECTORS' & BOARD MEMBERS POWERS AND RESPONSIBILITIES**

### **8 Directors' general authority**

The company shall ensure that at least one Board Member (including the Chair) is registered as a Director of the company at Company's House. This (those) Director(s) will be responsible for ensuring that the requirements laid upon the company by Companies House are fully met.

Subject to the Articles, the Board Members are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

### **9 Board Members' reserve power**

9.1 The Board members may, by special resolution, direct the Directors to take, or refrain from taking, specific action

9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

### **10 Chair**

Board Members may appoint one of their number to be the chair of the Board for such term of office as they determine and may by a resolution of a majority of the Board at any time remove him or her from office.

### **11 Board Members may delegate**

11.1 Subject to the Articles, Board Members may delegate any of the powers which are conferred on them under the provisions of the Articles.

11.1.1 to such person or committee,

11.1.2 by such means (including by power of attorney),

11.1.3 to such an extent,

11.1.4 in relation to such matters or territories and

11.1.5 on such terms and conditions, as they think fit

11.2 If the Board Members so specify, any such delegation may authorise further delegation of the Board Members' powers by any person to whom they are delegated.

11.3 The Board Members may revoke any delegation in whole or part, or alter its terms & conditions

### **12 Committees**

12.1 Committees to which the Board Members 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 Board Members.

12.2 The Board Members 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 BOARD MEMBERS

### 13 Board Members to take decisions collectively

Any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 19. In the event of the Company having only one Board Member, a majority decision is made when that single Board Member makes a decision

### 14 Calling a Board meeting

14.1 The Chair may call a meeting of the Board at any time, provided seven clear working days' notice is given. If a request for a meeting, signed by at least one-third of Board Members, is presented to the Chair, then the Chair must call a meeting within seven clear working days of receiving this request. If the Chair refuses to call a meeting, or if, without so refusing, does not call a meeting within seven working days of receiving the request, those Board Members who requested may call a meeting themselves.

14.2 A Board meeting must be called by at least seven Clear Days' notice unless either

14.2.1 all the Board Members agree, or

14.2.2 urgent circumstances require shorter notice

14.3 Notice of Board Meetings must be given to each Board Member

14.4 Every notice calling a Board meeting must specify

14.4.1 the place, day and time of the meeting, and

14.4.2 If it is anticipated that Board Members 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.

14.5 Notice of Board meetings need not be in writing

14.6 Notice of Board meetings may be sent by electronic means to an address provided by the Board Member for the purpose

### 15 Participation in Board meetings

15.1 Subject to the Articles, Board Members participate in a Board Meeting, or part of a Board meeting, when

15.1.1 the meeting has been called and takes place in accordance with the Articles, and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.2 In determining whether Board Members are participating in a Board meeting, it is irrelevant where any Board Member is or how they communicate with each other.

15.3 If all the Board Members participating in a meeting are not in the same place, they may

decide that the meeting is to be treated as taking place wherever any of them is.

## **16 Quorum for Board meetings**

16.1 At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Board Meetings may be fixed from time to time by a decision of the Board Members, but it must never be less than 50% of the Board membership

16.3 If the total number of Board Members for the time being is less than the quorum required, the Directors must not take any decision other than a decision

16.3.1 to appoint further Board Members, and

16.3.2 to call a general meeting so as to enable the members to appoint further Board Members

## **17 Chairing of Directors' meetings**

The Chair, if any, or in his or her absence a Deputy Chair (if appointed) or another Board Member nominated by the Board Membership present shall preside as chair of each Board meeting.

## **18 Decision making at a meeting**

18.1 Questions arising at a Board meeting shall be decided by a majority of votes

18.2 In all proceedings of the Board each Board Member must not have more than one vote

18.3 In case of an equality of votes, the Chair shall have a second or casting vote.

## **19 Decisions without a meeting**

19.1 Board Members may take a unanimous decision without a Board meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Board Member or to which each Board Member has otherwise indicated agreement in writing.

19.2 A decision which is made in accordance with Article 19 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

19.2.1 approval from each Board Member must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person ("the Recipient"), which person may, for the avoidance of doubt, be one of the Board Members,

19.2.2 following receipt of responses from all of the Board Members, the Recipient must communicate to all of the Board Members by any means whether the resolution has been formally approved by the Board in accordance with this Article 19,

19.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

19.2.4 the Recipient must prepare a minute of the decision in accordance with Article 46

## **20 Conflicts of interest**

20.1 Whenever a Board Member finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Board unless, or except to the extent that, the other Board Members are or ought reasonably to be aware of it already.

20.2 If any question arises as to whether a Board Member has a Conflict of Interest, the question shall be decided by a majority decision of the other Board Members.

20.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Board Member has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must

20.3.1 remain only for such part of the meeting as in the view of the other Board Member is necessary to inform the debate,

20.3.2 not be counted in the quorum for that part of the meeting, and

20.3.3 withdraw during the vote and have no vote on the matter.

20.4 When a Board Member has a Conflict of Interest which he or she has declared to the Board Members, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

21.1 The Board Members have power to authorise a Board Member to be in a position of Conflict of Interest provided

21.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Board Member must comply with Article 20.3,

21.1.2 in authorising a Conflict of Interest, the Board Members can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Board Member with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

21.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Board Members think fit and is subject always to their right to vary or terminate the authorisation.

A Board Member will generally be allowed to speak, but not vote, on non financial matters in which they have an interest that needs to be declared. However, the Chair may consider the interest to be of such a nature as to disqualify him or her from speaking on the matter, and must be reported to the meeting and recorded in the minutes.

21.2 If a matter, or office, employment or position, has been authorised by the Board Members in accordance with Article 21 1 then, even if he or she has been authorised to remain at the meeting by the other Board Members, the Board Member may absent himself or herself from meetings of the Board Members at which anything relating to that matter, or that office, employment or position, will

or may be discussed.

21.3 A Board Members shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Board Members in accordance with Article 21 1 (subject to any limits or conditions to which such approval was subject)

## **22 Register of Board Members' interests including a register of People with Significant Control**

The Board shall cause a register of Board Members ' interests to be kept. Additionally the Company is required to keep a register of People with Significant Control (Small Business, Enterprise & Employment Act regulations April 2016).

A Board Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

## **APPOINTMENT AND RETIREMENT OF BOARD MEMBERS AND ELECTION AT ANNUAL GENERAL MEETING**

### **23. Methods of appointing Board Members**

23.1 At the first annual general meeting all the Board Members shall retire from office, and at every subsequent annual general meeting one-third of the Board Members or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. If only one Board Member is subject to retirement by rotation, that Board Member shall retire

23.2 The Board Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

23.3 If the Members at the meeting at which a Board Members retires by rotation do not fill the vacancy, the retiring Board Members shall, if willing to act, be deemed to have been reappointed unless

1. at the meeting it is resolved not to fill the vacancy, or
2. a resolution for the re-appointment of the Board Member is put to the meeting and lost

23.4 A retiring Board Member who wishes to be considered for re-election shall give notice to the Secretary (or the Board Member co-ordinating the election) at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting

23.5 A Member other than a retiring Board Member who wishes to be considered for election as a Board Member shall give notice to the Secretary (or the Director co-ordinating the election) at least fourteen but not more than thirty-five clear days before the date appointed for the annual general meeting

23.6 At least seven but not more than twenty-eight clear days before the date appointed for holding an annual general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is eligible for election or re-election as Board Member and has given the required notice

23.7 Every notice given relating to the retirement by rotation of Board Members shall state those particulars which would be required to be included in the Company's register of Directors if the person to which the notice relates were to be elected a Board Member.

23.8 The election of any person as a Board Member shall be decided by a separate ordinary resolution of the Members at the annual general meeting

23.9 If

23.9.1 a number has been fixed by or in accordance with the Articles as the maximum number of Board Members (the "relevant maximum"), and

23.9.2 the number of candidates exceeds the relevant maximum less the number of those Board Members who are not retiring then the election of Board Members shall follow the procedure set out below -

23.9.3 the annual general meeting may be adjourned for the counting of votes, and, if it is so adjourned, the existing Board Members shall continue in office until the outcome of the vote has been determined and

If fewer than the minimum number of Board Members are elected at an annual general meeting, the Board Members shall appoint further Board Members to fill any vacancy.

## **24. Termination of Board Members ( including Directors' appointments)**

A person ceases to be a Board Members as soon as

1. that person ceases to be a Board Member by virtue of any provision of the Companies Acts, or in the case of a Board Member who is also a Company Director is prohibited from being a Director by law,
2. a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
3. a composition is made with that person's creditors generally in satisfaction of that person's debts,
4. the Board Members reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
5. notification is received by the Company from the Board Member that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least 50% of the Board will remain in office when such resignation has taken effect),
6. the Board Members fails to provide acceptable apologies for attendance at three consecutive meetings of the Board and the Board Members resolve that the Board Member be removed for this reason,
7. at a general meeting of the Company, a resolution is passed that the Board Member be removed from office, provided the meeting has invited the views of the Board Member concerned and considered the matter in the light of such views or
8. The Board Member is not re-elected at a general meeting called for the purpose of electing the Board.

## **25. Board Members ' remuneration**

The income and property of the Company when so ever derived shall be applied solely towards the promotion of the objects of the Company as set out herein and no portion shall be transferred directly or indirectly to any Directors or employees of the Company except by way of payment in good faith of reasonable and proper wages, and repayments of expenses to any Board Member or employee of the Company In return for any services actually rendered to the Company.

## **26. Board Members ' expenses**

The Company may pay any reasonable expenses which the Board Members properly incur in connection with their attendance at

- meetings of Board Members or committees of the Board
- general meetings, or other duties
- separate meetings of any class of members or of the holders of any 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

## **MEMBERS**

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

#### **27 Becoming a member**

27.1 The subscribers to the Memorandum are the first members of the Company and constitute its Board

27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company

27.3 No person or organization shall be admitted a member of the Company unless approved by the Board Members and has a direct interest or concern in the provision of proper and adequate medical, health and/or social care services to residents of Rutland and the adjacent area within the ambit of such services

27.4 Every person or organization who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Board Members require and executed by such person or organisation

27.5 The Board has the discretion to admit individuals who do not qualify under Article 27.3 as Associate Members

27.6 The Board will determine the rights and obligations of Associate Members, conditions for admission, conditions for ceasing membership, and any other matters in relation to the membership of, or affecting Associate Members

27.7 The Board has the discretion to admit, as Membership Organisations, other organizations, voluntary bodies, local representative groups, charities, trusts, and other bodies who have a direct and legitimate concern with the provision of medical, health and social care in and around Rutland



27.8 The Board will determine the rights and obligations of Membership Organisations, conditions for admission, conditions for ceasing membership, and any other matters in relation to the membership of or affecting Member Organisations

## **28 Termination of membership**

28.1 Membership is not transferable

28.2 Membership is terminated if

28.2.1 the member dies, or in the case of an organization ceases to exist,

28.2.3 otherwise in accordance with the Articles, or

28.2.4 at a meeting of the Board at which at least half of the Board Members are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

## **ORGANISATION OF GENERAL MEETINGS**

### **29 General meetings**

29.1 The Board Members may call a general meeting at any time

29.2 The Board Members must call a general meeting if required to do so by the members under the Companies Acts

### **30 Length of notice**

All general meetings must be called by either

30.1 at least 14 Clear Days' notice, or

30.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority must together represent at least (50%) of the total voting rights at that meeting of all the members

### **31 Contents of notice**

31.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted

31.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution

### **32 Service of notice**

Notice of general meetings must be given to every member, to the Board Members and to the auditors of the

### **33 Attendance and speaking at general meetings**

33.1 A member or other 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 which that person has on the business of the meeting.

33.2 A member is able to exercise the right to vote at a general meeting when-

32 2 1 that member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

32 2 2 that member'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 members attending the meeting

33.3 Board Members may make whatever arrangements they consider appropriate to enable those members attending a general meeting to exercise their rights to speak or vote at it

33.4 In determining attendance at a general meeting, It is immaterial whether any two or more members attending it are in the same place as each other

33.4. 1 Two or more members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have, or were to have rights to speak and vote at that meeting, they are or would be able to exercise them

### **34 Quorum for general meetings**

34.1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present

34.2 At least 5% of the persons entitled to vote on the business to be transacted or 10 members (whichever is the greater and each being a member or a duly Authorised Representative of a Member Organisation) shall be a quorum

34.3 if a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Board Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

### **35 Chairing general meetings**

35.1 The Chair (if any) or in his or her absence some other Director nominated by the Board Members will preside as chair of every general meeting

35.2 If neither the Chair nor such other Board Member nominated in accordance with Article 35 1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to chair the meeting and, if there is only one Board Member present and willing to act, he or she shall be chair of the meeting

35.3 If no Board Members is willing to act as chair of the meeting, or if no Board Members is present within fifteen minutes after the time appointed for holding the meeting, the members present in person and entitled to vote must choose one of their number to be chair of the meeting.

## **36 Attendance and speaking by Board Members and non-members**

36.1 A Board Member may attend and speak at any general meeting

36.2 The Chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

## **37 Adjournment**

37.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if

37.1.1 the meeting consents to an adjournment, or

37.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

37.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting

37.3 When adjourning a general meeting, the chair of the meeting must

37.3.1 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 Board Members , and

37.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

37.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it

37.4.1 to the same persons to whom notice of the Company's general meetings is required to be given, and

37.4.2 containing the same information which such notice is required to contain

37.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## VOTING AT GENERAL MEETINGS

### 38 Voting: general

38.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

38.2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

### 39 Votes

39.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member or Authorised Representative of a Member Organisation) and entitled to vote shall have a maximum of one vote

39.2 On a vote on a resolution on a poll at a meeting every member present in person or Authorised Representative shall have one vote

39.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have

39.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid

39.5 The following provisions apply to any organisation that is a member ("a Member Organisation")

39.5.1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company,

39.5.2 the Member Organisation must give notice in writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary,

39.5.3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in writing to the contrary is received by the Company,

39.5.4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation,

39.5.5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member,

39.5.6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting, and

39.5.7 the power to appoint an Authorised Representative under this Article 38 5 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a corporate representative.

#### **40 Resolutions from the Membership**

40.1 A resolution may be demanded in advance of the general meeting where it is to be put to the vote, or at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

#### **41 Errors and disputes**

41.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

#### **42 Amendments to resolutions**

42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

42.1.1 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 chair of the meeting may determine); and

42.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

42.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

42.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

## WRITTEN RESOLUTIONS

### 43 Written resolutions

43.1 Subject to Article 42.3, a written resolution of the Company passed in accordance with this Article 43 shall have effect as if passed by the Company in general meeting

43.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members

43.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

43.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution

43.3 A members' resolution under the Companies Acts removing a Board Member or an auditor before the expiration of his or her term of office may not be passed as a written resolution

43.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.

43.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

43.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature

43.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner agreed by the Directors or if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement or if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means

43.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

43.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

## ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

### 44 Means of communication to be used

44.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles 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

44.2 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 may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being

44.3 A Board Member may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

### 45 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 (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

### 46 Minutes

46.1 The Board Members must cause minutes to be made in books kept for the purpose:-

46.1.1 of all appointments of officers made by the Board Members ,

46.1.2 of all resolutions of the Company and of the Board Members , and

46.1.3 of all proceedings at meetings of the Company and of the Board , and of committees of Board , including the names of the Board Members present at each such meeting, and any such minute, if purported to be signed (or in the case of minutes of Board Members ' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Board Member of the Company, be sufficient evidence of the proceedings

46.2 The Minutes must be kept for at least ten years from the date of the meeting, resolution or decision

### 47 Records and accounts

The Directors shall comply with the requirements of the Companies Acts 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 Regulator of

47.1 annual reports,

47.2 annual returns, and

## 48 Indemnity

48.1 Subject to Article 48.2, a relevant Board Member of the Company or an associated company may be indemnified out of the Company's assets against any liability incurred by that Board Member in connection with

48.1.1 any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

48.1.2 any liability incurred by that Board Member 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), and

48.1.3 any other liability incurred by that Board Member or as an officer of the Company or an associated company

48.2 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 law

48.3 In this Article

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 "relevant Board Member" means any Board Member or former Board Member of the Company or an associated company

## 49 Insurance

49.1 The Board Members may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Board Member in respect of any relevant loss

49.2 In this Article

49.2.1 "relevant Board Member" means any Board Member or former Board Members of the Company

49.2.2 an "associated company" is defined as in Article 48.3 above

49.2.3 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Board Member in connection with that Board Members '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 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## 50 Social Audit

50.1 A social audit of the Company's activities may, by resolution of a General Meeting, be undertaken annually. In addition to the financial records required by law the role of the social audit shall be to identify the social costs and benefits of the Company work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone

50.2 Such a social audit may be drawn up by an independent assessor appointed by the Board or else by the Board Members themselves or authorised employees, who may submit their report for



verification or comments to an independent assessor

## **51 Stakeholder group**

51.1 The Company may create and support a Stakeholder/User Group the purpose of which will be to add value to the workings of the Company in pursuit of its main objects

51.2 Stakeholder group meetings will be attended by at least one director of the Company who will feed back the views of the meeting to the Board of Directors

## **52 Application of surplus**

The surplus of the Company shall be applied in the following ways, in such proportions and in such manner as decided by the Board.

52.1 First, to creating a general reserve for the continuation and development of the Company

52.2 Secondly, to make payments for social and charitable purposes in furtherance of its objects

## **53 Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

## SCHEDULE

### INTERPRETATION

#### Defined terms

1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

<b>Term</b>	<b>Meaning</b>
<b>1.1 "Address"</b>	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
<b>1.2 "Articles"</b>	the Company's articles of association,
<b>1.3 "Authorised Representative"</b>	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 38,
<b>1.4 "asset-locked body"</b>	means (1) a community interest company, a charity or a Permitted Industrial and Provident Society, or (2) a body established outside the United Kingdom that is equivalent to any of those,
<b>1.5 "bankruptcy"</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
<b>1.6 "Board member"</b>	Is a Member who has been elected at an AGM to be a member of the Board of the company
<b>1.7 "Chair" "chairman of the meeting"</b>	has the meaning given in Article 10 has the meaning given in Article 34
<b>1.8 "Circulation Date"</b>	In relation to a written resolution, has the meaning given to it in the Companies Acts,
<b>1.9 "Clear Days"</b>	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,
<b>1.10 "community"</b>	Is to be construed in accordance with Section 35(5) of Company's (Audit) Investigations Community Enterprise) Act 2004,
<b>1.11 "Companies Acts"</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company,

1.12 “Company”	Healthwatch Rutland Community Interest Company
1.13 “Conflict of Interest”	any direct or indirect interest of a Board Member (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.14 “Director”	a Board Member of the Company who is also registered at Companies’ House as a company director of Healthwatch Rutland Community Interest Company
1.15 “Document”	includes, unless otherwise indicated, any Document sent or supplied in Electronic Form,
1.16 “Electronic Forms and Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
1.17 “Hardcopy Form”	has the meaning given to it in the Companies Act 2006, the Company’s memorandum of association
1.18 Member	An ordinary member has been accepted into the membership of the company
1.19 “Memorandum”	
1.20 “Paid”	means paid or credited as paid,
1.21 “Participate”	In relation to a Directors’ meeting, has the meaning given in Article 15,
1.22 “Permitted Industrial and Provident Society	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
1.23 “Secretary”	The secretary of the Company (if any),
1.24 “Specified”	means specified in the memorandum and articles of association of the Company for the purposes of this paragraph
1.25 “Subsidiary”	has the meaning given in section 1159 of the Companies Act 2006,
1.26 “Transfer”	includes every description of disposition in or right over any property

1.27 **“Writing”**

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.

Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.