

Huddersfield Laund Hill Community Club  
Company Registration: 13517203



# Articles of Association

V3 Revision

February 2025

**THE COMPANIES ACT 2006**

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

**Articles of Association of**

**HUDDERSFIELD LAUND HILL COMMUNITY CLUB**

1 The Company's name is Huddersfield Laund Hill Community Club and in this document it is called "the Charity".

2 In the articles:

"address" means postal address or, for the purposes of electronic communication, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

"the articles" means the charity's articles of association;

"the charity" means the company intended to be regulated by the articles; "clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given
- the day for which it is given or on which it is to take effect

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

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

"electronic form" has the meaning given in section 1168 of the Companies Act 2006; "the memorandum" means the charity's memorandum of association;

"officers" includes the directors and secretary (if any);

"the seal" means the common seal of the charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the charity; "the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### 3. Liability of members

(1) The liability of the members is limited.

(2) Every member of the charity promises, if the charity is dissolved while he she or it is a member or within twelve months after he she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

### 4. Objects

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

***'To further or benefit the residents of Lindley Borough in Huddersfield, West Yorkshire and the neighbourhood, without distinction of sex, sexual orientation, race or of political, religious or other opinions by associating together the said residents and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for the residents.***

***In furtherance of these objects but not otherwise, the trustees shall have power:***

***To establish or secure the establishment of a community centre and to maintain or manage or co-operate with any statutory authority in the maintenance and management of such a centre for activities promoted by the charity in furtherance of the above objects.'***

### 5. Powers

The charity has power to do anything which is calculated to further its object(s) or is conducive or incidental to doing so. In particular, the charity has the power:

- (1) to raise funds. In doing so, the charity shall conform to any relevant statutory regulations;
- (2) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (3) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (4) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity;
- (5) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (6) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (7) to:

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- (a) deposit or invest funds;
- (b) 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;

(8) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(9) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;

#### **6. Application of income**

- (1) The income of the charity shall be applied solely towards the promotion of the Objects.
- (2) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (3) None of the income or property of the charity 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 does not prevent a member who is not also a director receiving reasonable and proper remuneration for any goods or services supplied to the charity.

#### **Provision of goods and services, employment, other remuneration /financial benefits - directors/ connected persons.**

(4)(A) No director or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members or the public;
- (b) sell goods or services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from the charity;
- (d) receive any other financial benefit from the charity; unless:
  - (i) the payment is permitted by article 6; or
  - (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

#### **Scope and powers permitting directors'/ connected persons' benefits**

(4)(B)

- (a) (i) A director or connected person may not receive a benefit from the charity in the capacity of a beneficiary of the charity.
- (ii) A director or connected person may not enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- (iii) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.

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- (iv) A director or connected person may receive rent for premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (vi) The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993.
- (vii) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

#### **7. Classes of membership**

- (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to that variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

#### **8. Termination of membership**

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) any sum from the member to the charity is not paid in full within six months of it falling due;
- (3) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated.

A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member, or at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

#### **9. General Meetings**

- (1) The charity must hold its first annual general meeting within eighteen months after the date of incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months

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may elapse between successive annual general meetings.

(3) The directors may call a general meeting at any time.

**10. Notice of general meetings**

(1) The minimum periods of notice required to hold a general meeting of the charity are:

- (a) Fourteen clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.

(2) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

(3) The notice must be given to all the members and to the directors and auditors.

(4) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

**11. Proceedings at general meetings**

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is 3 directors present in person or by proxy and entitled to vote on the business to be conducted at the meeting;

(3) The directors must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting.

(4) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

(5) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

(6) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

(7) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

**12. Directors**

(1) A director must be a natural person aged 21 years or older.

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 36.

(3) The number of directors shall be five (5) with an option for an additional sixth non- voting

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director to represent the site landlord.

(4) The first directors shall be those persons notified to Companies House as the first directors of the charity.

(5) A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **13. Powers of directors**

(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **14. Retirement of directors**

(1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **15. Appointment of directors**

The charity may by ordinary resolution:

(1) appoint a person who is willing to act to be a director; and

(2) determine the rotation in which any additional directors are to retire.

(3) No person other than a director retiring by rotation may be appointed a director at any general meeting unless:

(a) he or she is recommended for re-election by the directors; or

(b) not less than fourteen nor more than thirty clear days before the date of the meeting, the charity is given a notice that:

- is signed by a director entitled to vote at the meeting;
- states the directors intention to propose the appointment of a person as a director;

(c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

(d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

#### 16. Disqualification and removal of directors

A director shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (3) ceases to be a member of the charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);  
or
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

#### 17. Proceedings of directors

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- (6) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made  
  
*['Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.]*
- (7) The quorum shall be three or such larger number as may be decided from time to time by the directors.
- (8) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- (9) The person appointed to chair meetings of the directors shall have no functions or powers

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except those conferred by the articles or delegated to him or her by the directors.

**18. Delegation**

- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the meeting minutes.
- (2) The directors may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

**19. Declaration of directors' interests**

A director 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 charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

**20. Conflicts of interests**

- (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

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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.

### **21. Minutes**

The directors must keep minutes of all:

- (1) appointments made by the directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the directors and committees of directors including:
  - a) the names of the directors present at the meeting;
  - b) the decisions made at the meetings; and
  - c) where appropriate the reasons for the decisions.

### **22. Accounts**

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Acts

### **23. Annual Report and Return and Register of Charities**

- (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:
  - (a) transmission of the statements of account to the charity;
  - (b) preparation of an Annual Report and its transmission to the Commission;
  - (c) preparation of an Annual Return and its transmission to the Commission.
- (d) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

### **24. Means of communication to be used**

- (1) Subject to the articles, anything sent or supplied by or to the charity 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 charity.
- (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.
- (3) Any notice to be given to or by any person pursuant to the articles:
  - a) must be in writing; or
  - b) must be given in electronic form.

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- (4) The charity may give any notice to a member either:
- a) personally; or
  - b) by sending it by post in a prepaid envelope addresses to the member at his or her address; or
  - c) by giving it in electronic form to the member's e-mail address.
- (5) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

**25. Indemnity**

- (1) The charity shall indemnify every director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the charity.
- (2) In this article a "relevant director" means any director or former director of the charity.
- (3) The charity may indemnify an auditor against any liability incurred by him or her or it:
- (i) in defending proceedings (whether civil or criminal) in which judgement is given in his or her or its favour or he she or it is acquitted;
  - or
  - (ii) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

**26. Rules**

- (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 charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (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 charity in relation to one another, and to the charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose;
  - (d) 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;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity 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 charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall

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be inconsistent with, or shall affect or repeal anything contained in, the articles.

**27. Dissolution**

(1) The directors of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been for them, shall on or before the dissolution of the charity be applied or transferred in one or more of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

- a) directly for the Objects; or
- b) by transfer to any charity or charities for purposes similar to the Objects; or
- c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.