

Companies Acts 1985 to 2006

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF

THE DOUGLAS BOMFORD TRUST

1. **Table C**

- 1.1 The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) shall not apply to the Charity.

2. **Interpretation**

- 2.1 In these Articles and the Memorandum:

'the Act' means the Companies Act 1985;

'Agricultural Engineering' means engineering as applied to agriculture, horticulture and land use ;

'AGM' means an annual general meeting of the Charity;

'these Articles' means these articles of association;

'Chairman' means the chairman of the Trustees who is himself a Trustee;

'clear day' means 24 hours from midnight following the relevant event;

'Charity' means the company governed by these Articles;

'Financial Expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'Trustee' means a director of the Charity and 'Trustees' means all of the Trustees or a duly convened meeting of the Trustees;

'EGM' means an extraordinary general meeting of the Charity;

'Financial Expert' means an individual, company or firm who is an authorised person or an exempt person within the meaning of the Financial Services and Markets Act 2000;

'material benefit' means a benefit which may not be financial but has a monetary value;

'members' and 'membership' refer to membership of the Charity;

'Memorandum' means the Charity's Memorandum of Association;

'month' means calendar month;

'Secretary' means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

'Vice-Chairman' means the vice-chairman of the Trustees who is him or herself a Trustee and who is elected as such by the Trustees;

'written' or 'in writing' refers (to the extent permissible by law) to a legible document on paper including a fax message and electronic mail (which is capable of being reproduced in paper form);

'year' means calendar year.

2.2 Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

2.3 Subject to this article 2, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2.4 Any reference to 'person' or 'persons' includes natural persons, firms, partnerships, companies, corporations, associations, organisations, foundations and trusts (in each case whether or not having separate legal personality).

2.5 References to an Act of Parliament are to the Acts as amended or re-enacted from time to time and to any subordinate legislation made under them or any one of them.

### **3. Membership**

3.1 The Charity must keep a register of members as required by the Act. The first members of the Charity are the subscribers to the Memorandum and Articles.

3.2 The Trustees from time to time shall be members of the Charity ex officio.

3.3 Membership of the Charity shall not be transferable and shall terminate immediately upon the relevant member ceasing to be a Trustee or upon the death of a member.

### **4. Meetings**

4.1 Members are entitled to attend general meetings personally or by an authorised representative.

4.2 The Trustees may call general meetings and, on the requisition of members representing not less than one tenth of the total voting rights of all the members having a right to vote at general meetings of the Charity (in accordance with the Act) shall proceed to convene an EGM for a date not later than seven weeks after receipt of the requisition.

4.3 All general meetings other than AGMs shall be called EGMs.

## 5. **Notice of General Meetings**

5.1 An AGM and an EGM held for the passing of a special resolution shall be called by at least twenty-one clear days' notice or such other notice period as may be specified in the Act. All other EGMs shall be called by at least fourteen clear days' notice or such other notice period as may be specified in the Act. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such.

5.2 Subject to the provisions of these Articles and to any restrictions imposed on voting, the notice shall be given to the members, to the Trustees and to the Auditors.

5.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

## 6. **Proceedings at General Meetings**

6.1 No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be the greater of the majority of the members or three.

6.2 If the requirement of Article 6.1 is not satisfied 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 members present may determine.

6.3 The members shall, from within their number, elect a chairman to chair the meeting.

6.4 The chairman of the meeting may, with the consent of the members (and shall if so directed by the members) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 6.5 A resolution put to the vote of a meeting shall be decided on a show of hands of those members entitled to vote. Subject to the provisions of the Act, a poll may be demanded. If a poll is demanded it shall be taken in such manner as the chairman, acting reasonably, directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration by the chairman of the result of the poll shall be conclusive.
- 6.6 A resolution shall be duly passed if a simple majority of the members present and entitled to vote (or, in the case of a member entitled to vote, is represented in accordance with these Articles) votes in its favour.
- 6.7 The chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.8 Subject to the provisions of the Act, a written resolution signed by all members entitled to attend and vote at a general meeting (or such other percentage of members as may be required by the Act) is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

## **7. Voting**

- 7.1 No objection shall be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

## **8. Trustees' Appointment, Numbers and Powers**

- 8.1 The Trustees shall have the control of the Charity and its property and funds.
- 8.2 The Trustees must be members.
- 8.3 The subscribers to the memorandum are the first Trustees of the Company.
- 8.4 The Trustees may appoint a person who is willing to act to serve as a Trustee, either to fill a vacancy or as an additional Trustee for such a period as the Trustees think fit.
- 8.5 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by resolution of the members, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum and these Articles and no such direction shall invalidate any prior act of the Trustees that would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be

limited by any special power given to the Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

- 8.6 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and upon such conditions as it determines, including authority for the agent to delegate all or any of his powers.

## **9. Delegation of Trustees' Powers**

- 9.1 The Trustees may establish a committee or committees comprising such persons whether Trustees or otherwise as it shall think fit. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.

- 9.2 The proceedings and powers of committees established by the Trustees shall be governed by such rules as the Trustees may prescribe.

## **10. Disqualification and Removal of Trustees**

- 10.1 A Trustee's term of office automatically terminates if he:

- (a) is unable or unfit to discharge the functions of a Trustee;
- (b) resigns by written notice to the Trustees;
- (c) is removed from office by the members pursuant to section 303 of the Act;
- (d) is absent without permission from more than six consecutive meetings of the Trustees;
- (e) becomes prohibited by law from being a director or trustee;
- (f) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (g) ceases to be a member of the Charity for whatever reason.

## **11. Proceedings of the Trustees and the Chairman**

- 11.1 Subject to the provisions of these Articles and the Act, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.

- 11.2 The minimum number of Trustees' meetings to be held each year may be fixed by the Trustees from time to time and unless so fixed shall be two.
- 11.3 Questions arising at the meeting of the Trustees shall be decided by a majority of the votes of the Trustees. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 11.4 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be the greater of the majority of the Trustees or three.
- 11.5 All acts done by a meeting of the Trustees or of a committee of the Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 11.6 A written resolution signed by all the Trustees entitled to receive notice of a meeting of the Trustees is as valid as a resolution actually passed at a meeting of the Trustees duly convened and held (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 11.7 Any Trustee may, subject to proper notice having been given or dispensed with, participate in a meeting of the Trustees by means of telephone, or some other oral form of communication, whereby all persons participating in the meeting can hear each other and speak to each other and participation in a meeting in this manner shall constitute presence in person at such meeting provided that the number of Trustees then present constitutes a quorum for the transaction of the business of the Trustees under these Articles.

## 12. **Secretary**

- 12.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit; and any Secretary so appointed may be removed by the Trustees.

## 13. **Minutes**

The Trustees shall cause minutes to be made in books (or other recordable format) kept for the purpose:

- 13.1 of all appointments of officers made by the Trustees; and

13.2 of all proceedings at meetings of the Charity, and of the Trustees, and of committees of the Trustees, including the names of the Trustees present at each such meeting.

**14. Notices**

14.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

14.2 The Charity may give any notice to members either personally or by sending it by post in a prepaid envelope addressed to a member at his address or by leaving it at that address.

14.3 If a member is present, either in person or by proxy, at any meeting of the Charity he shall be deemed to have received notice of the meeting and where requisite, of the purposes for which it was called.

**15. Winding up**

15.1 On the winding up and dissolution of the Charity, the provisions of the Memorandum shall have effect as if repeated in these Articles.

**16. Indemnity**

16.1 The Charity may indemnify any Trustee against any liability incurred by him or her in that capacity, to the extent permitted by section 309A of the Act.

We wish to be formed into a company under these Articles of Association.

**NAMES AND ADDRESSES OF SUBSCRIBERS**

**SIGNATURES OF SUBSCRIBERS**

Name Richard John Godwin

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Address 9 Holly Walk  
Silsoe  
Bedford  
MK45 4DT

Witness to the above signature

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Signature

.....

Name

.....

Address

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Occupation

.....

Date

.....

Name Jonathan Galton Bomford

.....

Address Spring Hill House  
Salters Lane  
Lower Moor  
Pershore  
Worcestershire  
WR10 2PE

Witness to the above signature

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Signature

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Name

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Address

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Occupation

.....

Date

.....



Name Raymond Clay .....

Address Yew Tree House  
11 The Mount  
Congleton  
Cheshire  
CW12 4FD

Witness to the above signature .....

Signature .....

Name .....

Address .....

Occupation .....

Date .....

Name John Vaudrey Fox .....

Address Herons' Reach  
Beeches Walk  
Tiddington  
Stratford-upon-Avon  
Warwick  
CV37 7AT

Witness to the above signature .....

Signature .....

Name .....

Address .....

Occupation .....

Date .....

Name Geoffrey Frank Derek Wakeham .....

Address The Cottages  
Newtown  
Edgmond  
Newport  
Shropshire  
TF10 8HY

Witness to the above signature .....

Signature .....

Name .....

Address .....

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Occupation .....

Date .....