

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BOOKHAMS RESIDENTS' ASSOCIATION**

## INTERPRETATIONS

1. In these Articles:

**"Address"** means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

**"Articles"** means the Company's Articles of Association;

**"The Board of Directors" or "Board"** means all those persons appointed to perform the duties of Directors of the Company;

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

**"The Company"** means the above-named company;

**"Director"** means a director of the Company and includes any person occupying the position of Director, by whatever name called;

**"Document"** includes, unless otherwise stated, any document sent or supplied in electronic form;

**"Electronic form"** has the meaning given in section 1168 of the Companies Act 2006;

**"Employee"** means anyone over the age of 16 holding a contract of employment with the Company to perform at least eight hours of work per week for the Company;

**"Member"** has the meaning given in Section 112 of the Companies Act 2006;

**"Ordinary Resolution"** has the meaning given in Section 282 of the Companies Act 2006

**"Special Resolution"** has the meaning given in Section 283 of the Companies Act 2006

**"Person"** means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or any representative of an unincorporated body, firm, partnership or corporate body;

**"Regulations"** has the meaning as detailed under 'Regulations' in these Articles;

**"Secretary"** means any person appointed to perform the duties of the Secretary of the Company;

**"Writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2. Unless the context requires otherwise, 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 these Articles become binding on the Company.

## REGISTERED OFFICE

3. The Company's Registered Office is to be situated in England

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LIABILITY OF MEMBERS

4. The liability of the members is limited to £1, being the amount that each member undertakes 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 (a) payment of the Company's debts and liabilities contracted before he or she ceases to be a member, (b) the costs charges and expenses of winding up, and (c) the adjustment of the rights of the contributories among themselves.

OBJECTS

5. To influence the development and management of the Bookhams
6. To maintain the natural beauty and community facilities in its surroundings
7. To provide a consultative link with public authorities and services covering the following aspects:
  - (1) Planning & Development
  - (2) Preservation of buildings, trees and open spaces
  - (3) Road safety and traffic matters
  - (4) Maintenance of roads, footpaths and rights of way
  - (5) Public transport
  - (6) Community Services e.g. Policing, Health, Education, Youth etc.

METHOD

8. To further the aims of the Company by:
  - (1) Encouraging membership of the Company by people who are concerned with the Bookhams
  - (2) Electing a Board of Directors to conduct the affairs of the Company
  - (3) Appointing Road Stewards to assist in the recruitment of members and in the two-way communication between the members and the Board of Directors
  - (4) Monitor activities which are related to the aims of the Company
  - (5) Forming Company views through its members and expressing these, via its Board, to local public service authorities and other local organisations and bodies; in particular by inviting the attendance of District and County Councillors to Company meetings for an exchange of views.

POWERS

9. In addition to any other powers it may have, the Company has the following powers in order to further the Objects (but not for any other purpose):
  - (1) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company
  - (2) To raise funds either by borrowing, subscriptions or otherwise, and to mortgage and charge the Company's assets and to invite and receive contributions
  - (3) To acquire, alter, improve and (subject to such constraints as may be required by law) to change or otherwise dispose of property

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- (4) Subject to Clause 10 below to employ such staff, who shall not be Directors of the Company, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary for the provision and superannuation to staff and their dependants
  - (5) To establish and support any charitable trusts, associations or institutions formed for any or all of the Objects
  - (6) To co-operate with voluntary bodies and statutory authorities operating in furtherance of the Objects or similar purposes and to exchange information and advice with them
  - (7) To pay out of the funds of the Company the costs, charges and expenses of and incidental to formation and registration of the Company
  - (8) To establish and maintain subsidiary companies to assist or act as an agent of the Company
  - (9) To do all such other lawful things as are necessary for the achievement of the Objects
10. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:
- (1) of the usual professional charges for business done by any Director or member of the Company who is a solicitor, accountant or other person engaged in a profession when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall the majority of members benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration is under discussion.
  - (2) Of reasonable remuneration to any person holding office as an event or fund raising organiser or manager for work undertaken whilst holding office, notwithstanding that he/she is a Director of the Company; provided that any Director withdraws from any meeting at which his/her remuneration is being discussed
  - (3) Of reasonable and proper remuneration for any service rendered to the Company by any member, officer or servant of the Company who is not a Director
  - (4) Of interest on money lent by any member of the Company or Director at a reasonable and proper rate per annum not above the published base lending rate of a clearing bank to be selected by the Directors
  - (5) Of fees, remuneration or other benefit in money or money's worth to any Company of which a Director may also be a member holding not more than 1/100<sup>th</sup> part of the issued capital of the Company
  - (6) Of reasonable and proper rent for premises demised or let by any member of the Company or a Director
  - (7) To any Director for reasonable out of pocket expenses. Provided that no payment to a member or Director shall be effected unless passed at a quorate meeting of the Directors

#### MEMBERSHIP

11. The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 87 shall be members of the Company
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12. Membership is open to all persons of 18 years or over who are normally resident in the areas of Great and Little Bookham or who are interested in the Bookhams. Membership will be conferred on ALL people aged 18 or over living in a household where one member has paid the Membership Subscription for a year.
  13. Unless the Directors or the Company in general meeting shall make other provision under Article 87, the Directors may in their absolute discretion permit any member of the Company to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS OF MEMBERS

14. The Company must hold its first Annual General Meeting within eighteen months after the date of its incorporation.
15. An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.
16. The business of an Annual General Meeting shall comprise:
  - 16.1 consideration of the Report and Accounts presented by the Board
  - 16.2 election and re-election of Directors
  - 16.3 election of the Chair for the following year
  - 16.4 election of the Vice Chair for the following year
  - 16.5 election of a Treasurer for the following year
  - 16.6 election of President and Vice Presidents for the following year
  - 16.7 determination of the membership subscription
  - 16.8 appointment and the fixing of the remuneration of the auditor or auditors (if any)
  - 16.9 any other business as may have been specified in the notices calling the meeting.
17. The Directors may call a General Meeting at any time. At least 10% of the members entitled to attend and vote may, by a written request stating the business to be done or resolution(s) to be proposed, require the Directors to call a general meeting, but if more than 12 months has elapsed since the last general meeting, then 5% of such members can make the request.

NOTICE OF GENERAL MEETINGS

18. The minimum period of notice required to hold a General Meeting of the Company is fourteen days unless (a) a Special Resolution is to be considered, or (b) it is the Annual General Meeting, in which case the notice period is 21 days.
19. A General Meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote.
20. 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.
21. The notice must be given to Members, to the Directors and to the Auditors (if any.)

PROCEEDINGS AT GENERAL MEETINGS

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22. No business shall be transacted at any General Meeting unless a quorum is present.
23. A quorum is 20 Members present in person and entitled to vote upon the business to be conducted at the meeting
24. If either: (a) a quorum is not present within half an hour from the time appointed for the meeting; or (b) during a meeting a quorum ceases to be present; then the meeting shall be adjourned to such time and place as the Directors shall determine, and the Directors must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
25. If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
26. General Meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
27. 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.
28. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
29. The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned.
30. The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
31. 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.
32. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
33. No matter involving party politics or religious subjects shall be introduced at any meeting of the Company or any of its Committees

VOTING AT GENERAL MEETINGS

34. Any vote at a meeting shall be decided by a simple majority on a show of hands unless a poll is demanded:
    - (1) By the person chairing the meeting; or
    - (2) By at least two members having the right to vote at the meeting; or
    - (3) By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting if greater
  35. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
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36. The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.
37. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
38. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
39. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers and who may fix a time and place for declaring the results of the poll.
40. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
41. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
42. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
43. The poll must be taken within thirty days after it has been demanded
44. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
45. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

#### PROXIES

46. Any Member is entitled to appoint a person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Company
47. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the form set out in the regulations made by the Directors

#### WRITTEN RESOLUTIONS

48. A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. Signatures must be those of the member. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Company's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Company's registered office within 28 days of its first being circulated

#### VOTES OF MEMBERS

49. Every member shall have one vote
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50. No member shall be entitled to vote at any general meeting unless all moneys then payable by him or her or on behalf of him or her have been paid
51. No objection shall be raised to the qualification of any 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 whose decision shall be final and conclusive

THE BOARD OF DIRECTORS

52. The Company shall have a Board of Directors not exceeding fifteen (15) in number, comprising:
    - (1) Up to thirteen (13) individuals elected by members at Annual General Meeting
    - (2) One nominee from Mole Valley District Council, nominated from the District Council Members for the two electoral wards of Bookham, who shall be appointed for a period of three years
    - (3) One nominee from Surrey County Council
  53. The subscribers to this Memorandum shall form the initial Board of Directors. All such Directors shall retire from office at the first Annual General Meeting and be eligible for re-election by the members.
  54. The initial Directors shall have powers to appoint a Chairman, Vice Chairman and Treasurer from their number and have power to make additional appointments during the initial period. These appointments shall be subject to a simple majority vote of the initial Directors.
  55. At each Annual General Meeting subsequent to the first AGM one third (or the number nearest to one third) of the elected Directors shall retire from office. A Director so retiring may offer himself/herself for re-election. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
  56. The Directors may appoint a person who is willing to act to be a Director to fill any casual vacancies on the Board. A Director so appointed must retire at the next Annual General Meeting and must not be taken into account in determining the Directors who are to retire by rotation.
  57. The appointment of a Director, whether by the Company in General Meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors
  58. A Director may not appoint an Alternate Director or anyone to act on his or her behalf at meetings of the Directors
  59. Under no circumstances shall any of the following serve as Directors:
    - (1) Employees of the Company
    - (2) Persons who are bankrupt or who are otherwise disqualified by law from serving as Company Directors;
    - (3) Persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as Company Directors
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DISQUALIFICATION AND REMOVAL OF DIRECTORS

60. 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, or
  - (2) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or
  - (4) Resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
  - (5) Is absent without the permission of the Directors or without acceptable apology from three consecutive Directors' meetings or meetings of sub-committees held within a period of six consecutive months and the Directors resolve that his or her office be vacated, or
  - (6) Is removed from office either under section 168 of the 2006 Act or by a special resolution of the Company whereupon the Company may by a Special Resolution appoint another member in his/her place; but provided that any such person shall hold office for the same period as the removed Director would have held, had he or she not been removed, or
  - (7) In the case of those appointed according to Articles 52(b) or 52(c) he or she ceases to be an elected Council Member

PROCEEDINGS OF DIRECTORS

61. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles
62. The Directors may call a meeting of the Directors and the Secretary (if any) must call a meeting of the Directors if requested to do so by any three Directors or, if no Secretary has been appointed any three Directors may jointly call a meeting. It shall not be necessary to give notice to a Director who is absent from the United Kingdom
63. Each Director shall have one vote, and questions arising at a meeting shall be decided by a majority of votes.
64. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
65. 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.
66. The quorum shall be three or such other number as may be decided from time to time by the Directors, and must include at least one Officer of the Company.
67. 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.
68. If the number of Directors is less than three the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
69. If the Chair is absent from a meeting, then the Vice-Chair if willing will preside. If the Vice-Chair is unwilling, then a Director present at the meeting may be appointed as chairperson for
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that meeting. If no Director is present or willing to preside within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

70. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
71. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

#### DELEGATION

72. The Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Directors, which regulations shall always include provision for regular and prompt reports to the Directors.

#### MINUTES

73. The Directors must keep minutes of all: (a) Appointments of officers made by the Directors, (b) Proceedings at meetings of the Company, (c) Meetings of the Directors and committees of Directors including the names of the Directors present at the meeting, the decisions made at the meetings and where appropriate, the reasons for the decisions.
74. Minutes of meetings shall be kept for a minimum of 10 years and will be available for inspection by members of the Company.

#### POWERS OF DIRECTORS

75. The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the 2006 Act, these Articles or any special resolution.
76. No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
77. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors
78. The Directors at their discretion may appoint a Chief Executive Officer (CEO) for such period, at such remuneration and upon such terms as they see fit. The CEO shall not be a member of the Board but shall attend at all Board meetings.
79. The Directors at their discretion may appoint a Company Secretary for such period, at such remuneration and upon such terms as they see fit. The Company Secretary shall not be a member of the Board but shall attend all Board meetings.
80. The Directors at their discretion may appoint Honorary Vice Presidents or Honorary Membership to persons who, in their opinion, have rendered long and conspicuous service in the interests of the Association.

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81. The Directors at their discretion may invite members of Mole Valley District Council who have been elected to represent either ward of Bookham, and who have not been appointed according to Article 52(b), and the Surrey County Council member for Bookham, if not appointed according to Article 52(c), to attend and speak at Board meetings.
82. Members may attend Board meetings as observers, and may be invited by the Chairman to speak and ask questions if they wish. However if, in the opinion of no less than two thirds of Directors present that the continued presence of such a member would by reason of their conduct be detrimental to the business being transacted, the member will be required to leave.

DECLARATIONS OF INTEREST

83. 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 Company that has not been previously declared.
84. 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 Company and any personal interest (including but not limited to any personal financial interest).
85. Where a Director has or may have an actual or potential conflict of interest under Article 83 above, the remaining Directors may, by a simple majority vote at a quorate Directors' meeting, and under the provisions of sections 175(4) and 175(5) of the 2006 Act, authorise that Director to continue to act despite the conflict or potential conflict (other than a direct or indirect personal financial interest).

RULES

86. The Directors may from time to time make such reasonable and proper rules, regulations or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
87. The bye laws may regulate the following matters but are not restricted to them:
- (1) The admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (2) The conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;
  - (3) The setting aside of the whole or any part or parts of the Company's at any particular time or times or for any particular purpose or purposes;
  - (4) The procedure at general meetings and meetings of the Company in so far as such procedure is not regulated by the Companies Acts or by these Articles;
  - (5) Generally, all such matters as are commonly the subject matter of company rules.
88. The Company in general meeting has the power to alter, add to or repeal the rules, regulations and bye laws.

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89. The Company must adopt such means as they think sufficient to bring the rules, regulations and bye laws to the notice of members of the Company.
90. The rules, regulations and bye laws shall be binding on all members of the Company. No rule, regulation or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

#### ACCOUNTS

91. The Directors must prepare for each financial year Accounts as required by the Companies Acts.

#### NOTICES

92. Any notice to be given to or by any person pursuant to the Articles; (a) must be in writing or (b) must be given using electronic communications.
93. The Company may give any notice to a member either:
- (1) Personally; or
  - (2) By sending it by post in a prepaid envelope addressed to the member at his or her address;
- or
- (3) By leaving it at the address of the member; or
  - (4) By giving it using electronic communications to the member's address.
94. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
95. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
96. A notice shall be deemed to be given:
- (1) 48 hours after the envelope containing it was posted; or
  - (2) In the case of an electronic communication, 48 hours after it was sent.

#### INDEMNITY AND INSURANCE

97. Subject to paragraph (4), a relevant Director of the company or an associated company may be indemnified out of the company's assets against
- (1) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
  - (2) any liability incurred by that director in connection with the activities of the company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
  - (3) any other liability incurred by that director as an officer of the company or an associated company,
  - (4) 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,

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- (5) in this Article (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and (b) a "relevant director" means any director or former director of the company or an associated company
98. The Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss
- (1) In this article "relevant director" and "associated companies" have the same meanings as in article 97(5)
- (2) A "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company

SEAL

99. (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the directors if the company has a common seal and it is affixed to a document, the document must be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purpose of this article an authorised person is (a) any director of the company, (b) the company secretary (if any), or (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

AMENDMENTS

100. No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless
- (1) they have been submitted to a General Meeting and passed by a special resolution, or
- (2) adopted by a written resolution of the members and passed by a special resolution

DISSOLUTION

101. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or companies, society or societies (whether charitable or not) having objects similar to the Objects which prohibits the distribution of its income and property at least as great as that imposed by Clause 10 above, chosen by the members of the Company at or before the time of dissolution.