
Headway North Staffordshire
(Head-Injuries Association) Ltd
company 3758806
incorporated 23 April 1999

MEMORANDUM AND ARTICLES OF
ASSOCIATION

KJD
Kent Jones and Done



Company 3758806

The Companies Acts 1985 and 1989

company limited by guarantee and not having a share capital

memorandum of association

of

**Headway North Staffordshire (Head-Injuries Association)
Ltd**

1. The Company's name is Headway North Staffordshire (Head-Injuries Association) Ltd (and in this document it is called "the Charity")
2. The Charity's registered office is to be situated in England and Wales
3. The Charity's objects ("the Objects") are to provide services and facilities calculated to rehabilitate and relieve from their disabilities persons who have suffered head-injury and to provide services and facilities calculated in cases of need to assist the families of such persons principally in respect of such persons as reside in North Staffordshire
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers
 - 4.1:1 to establish a centre (known as "Headway House" or as the trustees otherwise resolve) and to maintain and manage or to co-operate with any local statutory authority in the maintenance and management of such a centre for activities promoted by the charity in furtherance of the Objects
 - 4.1:2 to arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures classes training courses conferences and leisure-time activities

- 4.1:3 to procure to be written and print publish issue and circulate either gratuitously or otherwise such papers books periodicals pamphlets and other documents or films or recorded tapes as shall further the Objects
- 4.1:4 to educate the public in the needs of the head-injured and their families and mobilise encourage and maintain the interest of the public
- 4.1:5 to purchase take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the Objects and construct maintain and alter any building or erections necessary for the work of the charity
- 4.1:6 to make regulations for any property which may be so acquired
- 4.1:7 to receive money on deposit or loan or borrow or raise money in such a manner as the charity shall think fit subject to such consents as required by law
- 4.1:8 to invest the monies of the charity not immediately required for the Objects in or upon such investments securities as may be thought fit subject to the conditions required by law

- 4.2 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 Charity

- 4.3 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations

- 4.4 to acquire alter improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property

- 4.5 subject to clause 5 below to employ such staff who shall not be directors of the Charity (hereinafter referred to as "the trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants
- 4.6 to establish or support any charitable trusts associations or institutions formed for all or any of the Objects
- 4.7 to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them
- 4.8 to pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity
- 4.9 to do all such other lawful things as are necessary for the achievement of the Objects
- 5. The income and property of the Charity 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 Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity provided that nothing in this document shall prevent any payment in good faith by the Charity

- 5.1 of the usual professional charges for business done by any trustee who is a solicitor accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion
- 5.2 of reasonable and proper remuneration for any services rendered to the Charity by any member officer or servant of the Charity who is not a trustee
- 5.3 of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees
- 5.4 of fees remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company
- 5.5 of reasonable and proper rent for premises demised or let by any member of the Company or a trustee
- 5.6 to any trustee of reasonable out of pocket expenses
- 6. The liability of the members is limited

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves
8. If the Charity 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 Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object

Note

By special resolution of members on 14 September 1999 the previous clause 4.9 was deleted (and clause 4.10 renumbered as clause 4.9) and the previous clause 5.7 was deleted.

We the persons whose names and addresses were written below wish to be formed into a company under this memorandum of association

Signatures Names and Addresses of Subscribers

Alan Bracking
16 Swan Close
Talke
Stoke-on-Trent
ST7 1TA

A Bracking

Anthony William Bradshaw
29 Grayshott Road
Tunstall
Stoke-on-Trent
ST6 5LY

A W Bradshaw

Dated: 6 April 1999

Witness to the above Signatures

Name: Jeanette Owen
Address: 66 Constance Avenue
Trentham
Stoke-on-Trent
ST4 8XJ

Occupation: Charity Co-Ordinator

Company 3758806

The Companies Acts 1985 and 1989

company limited by guarantee and not having a share capital

articles of association

of

**Headway North Staffordshire (Head-Injuries Association)
Ltd**

interpretation

1. In these articles

“the Charity” means the company intended to be regulated
by these articles

“the Act” means the Companies Act 1985 including any
statutory modification or re-enactment
thereof for the time being in force

“the articles” means these articles of association of the
Charity

“clear days” in relation to the period of notice means the
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

“executed” includes any mode of execution

“the memorandum” means the memorandum of association of the
Charity

“office”	means the registered office of the Charity
“the seal”	means the common seal of the Charity if it has one
“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
“the Trustees”	means the directors of the Charity (and “trustee” has a corresponding meaning)
“the United Kingdom”	means Great Britain and Northern Ireland and

words importing the masculine gender only shall include the feminine gender

Subject as aforesaid words or expressions contained in these Articles shall unless the context requires otherwise bear the same meaning as in the Act

members

- 2.1 The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 57 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees

- 2.2 Unless the trustees or the Charity in general meeting shall make other provision under Article 57 the trustees may in their absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than two

general meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings
4. The trustees may call general meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting any trustee or any member of the Charity may call a general meeting

notice of general meetings

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed

- 5.1 in the case of an annual general meeting by all the members entitled to attend and vote and
- 5.2 in the case of any other meeting by a majority in number of members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

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 annual general meeting shall specify the meeting as such

The notice shall be given to all the members and to the trustees and auditors

- 6. 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

proceedings at general meetings

- 7. No business shall be transacted at any meetings unless a quorum is present. Three persons entitled to vote upon the business to be transacted each being a member or a duly authorised representative of a member organisation or one tenth of the total number of such persons for the time being whichever is the greater shall constitute a quorum

8. If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present 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 trustees may determine in which case the members then present shall constitute a quorum
9. The chairman (if any) of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the trustees present shall elect one of their number to be chairman and if there is only one trustee present and willing to act he shall be chairman
10. If no trustee is willing to act as chairman or if no trustee is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman
11. A trustee shall notwithstanding that he is not a member be entitled to attend and speak at any general meeting
12. The chairman may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) 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 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

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded
 - 13.1 by the chairman or
 - 13.2 by at least two members having the right to vote at the meeting or
 - 13.3 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
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
15. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made

16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
17. In the case of an equality of votes whether on a show of hands or on a poll the chairman shall be entitled to a casting vote in addition to any other vote he may have
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

votes of members

20. Subject to Article 17 every member shall have one vote
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid

22. 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
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity

trustees

25. The number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
26. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles

powers of trustees

27. Subject to the provisions of the Act the memorandum and the articles and to any directions given by special resolution the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which 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 the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees
28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers namely
- 28.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity
- 28.2 to enter into contracts on behalf of the Charity

appointment and retirement of trustees

29. No person may be appointed as a trustee
- 29.1 unless he has attained the age of 18 years or

- 29.2 in circumstances such that had he already been a trustee he would have been disqualified from acting under the provisions of Article 32
30. The Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee
31. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees

disqualification and removal of trustees

32. A trustee shall cease to hold office if he
- 32.1 ceases to be a trustee by virtue of any provision in the Act or 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)
- 32.2 becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs
- 32.3 resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect) or
- 32.4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated

32.5 is removed as such by ordinary resolution of the Charity

trustees' expenses

33. The trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

trustees' appointments

34. Subject to the provision of the Act and to clause 5 of the memorandum the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee

35. Except to the extent permitted by clause 5 of the memorandum no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party

proceedings of trustees

36. Subject to the provisions of the articles 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 not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote

37. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees whichever is the greater
38. The trustees may act notwithstanding any vacancies in their number but if the number of trustees is less than the number fixed as the quorum the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting
39. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting
40. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees
41. All acts done by a meeting of trustees or of a committee of trustees 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

42. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the trustees
43. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees

secretary

44. Subject to the provisions of the Act the secretary shall be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit and any secretary so appointed may be removed by them

minutes

45. The trustees shall keep minutes in books kept for the purpose
- 45.1 of all appointments of officers made by the trustees and
- 45.2 of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

the seal

46. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

accounts

47. Accounts shall be prepared in accordance with the provisions of Part VII of the Act

annual report

48. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

annual return

49. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

notices

50. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing

51. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity
52. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called
53. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

indemnity

54. Subject to the provisions of the Act every trustee or other officer or auditor of the charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity

rules

55. The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate
- 55.1:1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by members
- 55.1:2 the conduct of members of the Charity in relation to one another and to the Charity's servants
- 55.1:3 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 or purposes
- 55.1:4 the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles
- 55.1:5 generally all such matters as are commonly the subject matter of company rules
- 55.2 The Charity in general meeting shall have power to alter add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contain in the memorandum or the articles

Signatures Names and Addresses of Subscribers

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A Bracking

Anthony William Bradshaw
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Stoke-on-Trent
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A W Bradshaw

Dated: 6 April 1999

Witness to the above Signatures

Name: Jeanette Owen
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Trentham
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Occupation: Charity Co-Ordinator