

**Company Number: 10810899**

**The Companies Act 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE**

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# **ARTICLES OF ASSOCIATION**

**Incorporated on 9th June 2017**

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## **Jordans Limited**

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# **THE COMPANIES ACT 2006**

## **PRIVATE COMPANY LIMITED BY GUARANTEE**

### **ARTICLES OF ASSOCIATION OF**

#### **BROWN NOT GREEN CHESHAM LTD**

#### **1. PRELIMINARY**

- 1.1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 2, 7(2), 3, 9(2), 14, 19(5), 22(1) and 30(4) do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations.

#### **2. DEFINED TERMS**

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:

"appointor" has the meaning given in Article 11.1;

"independent examiner" means a person who is independent from the Company and who is engaged by the Company to inspect the Company's accounting records;

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 10.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

#### **3. LIABILITY OF MEMBERS**

- 3.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for -
- (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves.

#### **4. OBJECTS**

4.1 The Company's objects are: -

- (a) to represent the interests of, and campaign on behalf of, the local community in Chesham and surrounding areas (together "the Area"), in relation to planning policies affecting the Area;
- (b) to form and organise a campaign group; to organise, provide, hold and run meetings, forums and other facilities for the exchange of information and views on planning policies affecting the Area;
- (c) to make representations and submissions to planners, planning authorities, councils, local authorities, government departments, planning consultants, developers, lobby groups and other persons and bodies regarding planning policies affecting the Area;
- (d) to undertake any other activity required to shape planning policy for the benefit of the members; and
- (e) to carry on or undertake any other business, trade or activity that the directors consider to be necessary and/or desirable for the attainment of its objects.

#### **5. DIRECTORS' GENERAL AUTHORITY**

5.1 The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 4.1.

#### **6. NO DISTRIBUTION TO MEMBERS**

6.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 4.1 and no part of such property and income may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

6.2 Nothing in this Article 6 prevents any payment in good faith by the Company:-

- (a) of reasonable remuneration to any member who is an officer or employee of the Company or who otherwise provides any services to the Company;
- (b) of interest on money lent by any member of the Company 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 directors;
- (c) of reasonable rent for premises demised or let by any member of the Company;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member may also be a member holding not more than 1% of the issued share capital of that company;
- (e) to any director (or alternate director) of expenses under Model Article 20 (as modified by Article 13.2 hereof); or
- (f) of any premium in respect of any such insurance as is permitted by Model Article 39.

6.3 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not

be paid to or distributed among the members of the Company generally, but shall be given or transferred to:

- (a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article 6;
- (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto;

such body or bodies to be determined by the members of the Company at or before the time of dissolution (whether or not a recipient body is a member of the Company).

## **7. PROCEEDINGS OF DIRECTORS**

7.1 Subject to Article 7.2, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.

7.2 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.

7.3 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-

- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
- (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

7.4 The quorum for directors' meetings shall be three.

## **8. UNANIMOUS DECISIONS**

8.1 Model Article 8(2) is amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly.

## **9. APPOINTMENT AND ROTATION OF DIRECTORS**

9.1 The board of directors shall consist of not less than three directors including the chairman, the secretary and the treasurer. There is no maximum number of directors.

- 9.2 (a) At every annual general meeting of the Company all the directors (including the chairman, secretary and treasurer) shall retire from office.
- (b) If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have

been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for his reappointment is put to the meeting and lost.

- (c) No person other than a director retiring by rotation shall be appointed or reappointed as a director at any general meeting unless:-
  - (i) he is recommended by the directors; or
  - (ii) not less than 14 nor more than 42 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's registers together with notice executed by that person of his willingness to be appointed or reappointed.
- (d) Not less than 14 clear days' notice before the date appointed for holding a general meeting shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment. The notice shall give the particulars of that person which would, if he were so appointed or reappointed be required to be included in the Company's registers.
- (e) Subject as aforesaid, the members may by ordinary resolution appoint a person who is willing to act to be a director.
- (f) The directors may appoint a person who is willing to act to be a director to fill a vacancy.
- (g) Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

## **10. TERMINATION OF DIRECTOR'S APPOINTMENT**

- 10.1 In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office.

## **11. INDEPENDENT EXAMINER**

- 11.1 (a) The Company shall appoint an independent examiner to inspect the Company's books of account annually and to report at each annual general meeting on whether the accounts represent a true and fair view of the Company's financial position.
- (b) The first independent examiner shall be appointed by decision of the directors.
- (c) At every annual general meeting of the Company the independent examiner shall retire from office.
- (d) If the Company, at the meeting at which the independent examiner retires by rotation, does not fill the vacancy the retiring independent examiner shall, if willing to act, be deemed to have been reappointed unless at the meeting it is

resolved not to fill the vacancy or unless a resolution for his reappointment is put to the meeting and lost.

- (e) No person other than the independent examiner retiring at the meeting shall be appointed or reappointed as the independent examiner at any general meeting unless:-
  - (i) he is recommended by the directors; or
  - (ii) not less than 14 nor more than 42 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment as the independent examiner together with notice executed by that person of his willingness to be appointed or reappointed.
- (f) Not less than 14 clear days' notice before the date appointed for holding a general meeting shall be given to all who are entitled to receive notice of the meeting of any person (other than the independent examiner retiring at the meeting) who is recommended by the directors for appointment or reappointment as the independent examiner at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment.
- (g) Subject as aforesaid, the members may by ordinary resolution appoint a person who is willing to act to be the independent examiner.
- (h) The directors may appoint a person who is willing to act to be the independent examiner to fill a vacancy.
- (i) Subject as aforesaid, an independent examiner who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the end of the meeting.

## **12. SECRETARY AND TREASURER**

- 12.1 The directors shall appoint a secretary and treasurer to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary and treasurer so appointed by the directors may be removed by them.
- 12.2 The secretary of the Company shall: -
  - (a) keep the registers of the Company updated;
  - (b) keep records of the business transacted at any meeting of the directors and any general meeting;
  - (c) shall procure the approval and signing by the chairman of the minutes of any meeting of the directors or any general meeting.
- 12.3 The treasurer of the Company shall keep accurate accounting records and make such records available to the Company, its directors and any other person that the directors may so direct including the independent examiner.

## **13. ALTERNATE DIRECTORS**

- 13.1 (a) Any director (the "appointor") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:-
  - (i) exercise that director's powers; and
  - (ii) carry out that director's responsibilities,

in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

- (b) Any appointment or removal of an alternate must be effected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors. The notice must:-
    - (i) identify the proposed alternate; and
    - (ii) in the case of a notice of appointment, contain a statement signed by the proposed alternate that he is willing to act as the alternate of his appointor.
- 13.2 (a) An alternate director has the same rights to participate in any directors' meeting or decision of the directors reached in accordance with Model Article 8, as the alternate's appointor.
- (b) Except as these Articles specify otherwise, alternate directors:-
    - (i) are deemed for all purposes to be directors;
    - (ii) are liable for their own acts or omissions;
    - (iii) are subject to the same restrictions as their appointors; and
    - (iv) are not deemed to be agents of or for their appointors.
  - (c) A person who is an alternate director but not a director:-
    - (i) may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating); and
    - (ii) may sign or otherwise signify his agreement in writing to a written resolution in accordance with Model Article 8 (but only if that person's appointor has not signed or otherwise signified his agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

- (d) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director except such part of the remuneration payable to that alternate's appointor as the appointor may direct by notice in writing made to the Company.
  - (e) Model Article 20 is modified by the deletion of each of the references to "directors" and the replacement of each such reference with "directors and/or any alternate directors".
- 13.3 An alternate director's appointment as an alternate terminates:-
- (a) when his appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
  - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor would result in the termination of the appointor's office as director;
  - (c) on the death of his appointor; or
  - (d) when his appointor's appointment as a director terminates.

#### **14. ADMISSION OF MEMBERS**

- 14.1 A person who wishes to become a member of the Company must make a written application for membership and must be recommended to the board of directors by at least two directors.
- 14.2 The directors shall in their absolute discretion determine the terms on which any person is admitted to membership of the Company, including without limitation any financial contributions.
- 14.3 Notwithstanding Article 14.1, the directors shall in their absolute discretion determine whether any person is admitted as a member of the Company and need not give their reasons for refusal of any application.

## **15. TERMINATION OF MEMBERSHIP**

- 15.1 A member may withdraw from membership of the Company by giving notice to the Company in writing; and upon receipt by the Company of such notice, that member's membership is terminated immediately.
- 15.2 The directors of the Company may terminate the membership of any member at any time by giving notice to that member in writing. The directors need not give their reasons for terminating the membership of any member.

## **16. WRITTEN RESOLUTION OF MEMBERS**

- 16.1 (a) Subject to Article 16.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting:-
- (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
  - (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.
- 16.2 On a written resolution every member has one vote.

## **17. NOTICE OF GENERAL MEETINGS**

- 17.1 (a) Every notice convening a general meeting of the Company must comply with the provisions of:-
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
  - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and the independent examiner and to the auditors (if any) for the time being of the Company.

## **18. GENERAL MEETINGS AND QUORUM**

- 18.1 An annual general meeting of the Company shall be held in each calendar year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next. Provided that the Company need not hold



an annual general meeting in the year of its incorporation. The annual general meeting shall be held at such time and place as the directors shall decide.

- 18.2 (a) A general meeting must be summoned by the secretary within 21 days, but with at least 14 clear days' notice, from the receipt of a written request signed by members who represent at least 5% of the total voting rights of all the members having a right to vote at general meetings. Such notice must set out the purpose for which the meeting has been called and must comply with Articles 17.1(a) and 17.1(b).
- (b) If and for so long as the Company has one member only who is entitled to vote on the business to be transacted at a general meeting, that member present at the meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum.
- (c) If and for so long as the Company has two or more members entitled to vote on the business to be transacted at a general meeting, one quarter of such members, each of whom is present at the meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.
- (d) Model Article 27(1) is modified by the addition of a second sentence as follows:-
- "If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

## **19. VOTING AT GENERAL MEETINGS**

- 19.1 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.
- 19.2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

## **20. DELIVERY OF PROXY VOTES**

- 20.1 Model Article 31(1) is modified, such that a "proxy notice" (as defined in Model Article 31(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

## **21. COMMUNICATIONS**

- 21.1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.
- 21.2 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 sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- 21.3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (d) For the purposes of this Article 21.3, no account shall be taken of any part of a day that is not a working day.

## **22. COMPANY SEALS**

- 22.1 Model Article 35(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.
- 22.2 Model Article 35(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by:-
  - (a) one authorised person in the presence of a witness who attests the signature; or
  - (b) two authorised persons".

## **23. RULES**

- 23.1 (a) The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-
  - (i) the admission and classification of members of the Company, and the rights and privileges of such members, 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;
  - (ii) the conduct of members of the Company in relation to one another, and to the Company's officers and employees;
  - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
  - (v) any and all other matters as are commonly the subject matter of company rules.
- (b) The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.
- (c) Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- (d) The Company in a general meeting may by ordinary resolution alter or repeal any rules made by the directors in accordance with this Article.

- 23.2 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.

