

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

**The Regent (Christchurch) Limited**

(Adopted by Special Resolution passed on 29<sup>th</sup> January 2014.  
Amended, restructured and validated on 9<sup>th</sup> January 2020)

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INTERPRETATIONS

1. In these articles:

**“The Act”** means the Companies Act 2006 as amended, extended or re-enacted from time to time.

**“The Company”** means the above-named Company.

**“The Board of Directors”** means all those persons appointed to perform the duties of directors of the Company.

**“Secretary”** means any person appointed to perform the duties of the Secretary of the Company.

**“Employee”** means anyone holding a contract of employment with the Company.

**“The Seal”** means the common seal of the Company.

**“The Commissioners”** means the Charity Commissioners for England and Wales.

**“Local Authority associated person”** means

- (a) a member of a local authority
- (b) an officer of a local authority
- (c) a person who has at any time in the preceding four years been a member of a local authority.
- (d) any other person so defined in Section 69(5) of the Local Government and Housing Act 1989.

**“In writing”** shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form (and for the avoidance of doubt shall include e-mail).

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act.

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## **MEMBERS**

- 2.1 The first Members of the Company shall be the Subscribers to the Memorandum of Association.
- 2.2 The Company shall admit to Membership any individual who:
  - a) is interested in furthering the objects;
  - b) applies to the Company using the application process approved by the Directors:  
and
  - c) is approved by the Directors.
- 2.3 The Directors may, at their absolute discretion, accept or decline to accept any application for membership and need not give reasons for so doing. Their decision shall be final.
- 2.4 Membership is neither transferable nor transmissible and all rights and privileges of a Member shall cease when he or she ceases to be a Member.
- 2.5 No individual shall be admitted to Membership of the Company unless he or she has paid the appropriate annual subscription.

## **MEMBERSHIP**

- 3.1 There will exist two tiers of Membership. Platinum Level Members, (annual subscription £25), shall be entitled to the right to stand for the office of Director of the Board along with voting rights at all General Meetings of the Regent (Christchurch) Ltd. They will also be entitled to a number of 2-for-1 cinema admissions, limited to half a dozen visits annually. Gold Level Members, (annual subscription £2), shall be entitled to the right to stand for the office of Director of the Board along with voting rights at all General Meetings of the Regent (Christchurch) Ltd.
- 3.2 Neither tier of Membership shall be available to persons under the age of 18.
- 3.3 Membership fees shall be due on the 1<sup>st</sup> of January each year. Any fee unpaid by the 28<sup>th</sup> of January will result in termination of Membership.
- 3.4 No paid employee of The Regent (Christchurch) Limited may seek to become a Member.

## **REGISTER OF MEMBERS**

- 4.1 All Members will supply their full names and contact details – current address, telephone number, mobile telephone number and email address (where applicable) – and consent to this information being stored on a database by the Regent Centre. The person(s) responsible for maintaining the database will comply with the Regent Centre General Data Protection Regulation Policy.
- 4.2 Members shall notify the Company in writing, within fourteen days, of a change to his or her name and/or contact details.
- 4.3 The database will be under the jurisdiction of the Company Secretary or a designated Director.
- 4.4 The database should be accessible to all Directors at reasonable times.

## LIABILITY OF MEMBERS

5. The liability of each Member shall be £1, being the amount the each Member undertakes to contribute to the assets of the Company in the event of its being wound up, whilst they are a Member or within one year after they cease to be a Member, for:
- a) payment of the Company's debts and liabilities contracted before they cease to be a Member;
  - b) payment of the costs, charges and expenses of the winding up;  
and
  - c) adjustment of the rights of the contributories amongst themselves.

## TERMINATION OF MEMBERSHIP

6. A Member shall cease to be a Member if:
- a) the Member dies;
  - b) the Member resigns by giving notice to the Company in writing;
  - c) any subscription payable by the Member remains unpaid beyond the stipulated final date for payment and the Company notifies the Member in writing of the termination of their Membership;
  - d) the Member is removed from Membership by a resolution of the Directors, passed by at least a two-thirds majority of Directors, that it is in the best interests of the Company that the Membership be terminated. Such a resolution may not be passed unless:
    - i) the Member has been given at least 14 days clear notice in writing of the meeting of Directors at which the resolution will be proposed and the reasons why it will be proposed;  
and
    - ii) the Member has been given a reasonable opportunity to make representations to this meeting, either in person or in writing. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right of appeal against a decision of the Directors to terminate the Membership of a Member.
- A Member removed from Membership by such a resolution shall remain liable to pay to the Company any subscription or other sum owed by them, (and shall not be entitled to a refund of any such subscription or other sum paid by them to the Company); or
- e) where the Member is also a Director, then that Member shall cease to be a Director.

## ANNUAL GENERAL MEETINGS

- 7.1 The Company shall, in each calendar year, hold an annual general meeting with not more than fifteen months elapsing between successive annual general meetings.
- 7.2 Each notice calling an annual general meeting shall specify the meeting as such and each annual general meeting shall take place at such time and place as the Directors think fit.
- 7.3 The business at an annual general meeting shall include:
- a) the consideration of the accounts, balance sheets, reports of the Directors and auditors;
  - b) the appointment and fixing of the remuneration of the auditors;
  - c) the appointment or re-appointment of Directors in accordance with Article 18;  
and
  - d) such other business as may have been specified in the notice calling the meeting.

## **CALLING OF AND NOTICE OF GENERAL MEETINGS**

- 8.1 The Directors may call a general meeting of the Company whenever they think fit and the Members may require the Directors to call a general meeting in accordance with section 303 of the Companies Act 2006, provided that at least 10% of the Members sign a requisition requesting that a general meeting is called.
- 8.2 General meetings, including the annual general meeting, are called by at least 21 days clear notice.
- 8.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having the right to attend and vote at such a meeting, being a majority who together hold not less than 90% of the total voting rights.
- 8.4 The notice shall specify the date, time and place of the meeting. It shall also include a statement pursuant to the Act setting out the right of Members to receive a postal vote and the deadline by which that vote must be received by the Company to be deemed as valid.
- 8.5 The notice shall be given to:
- a) each Member;
  - b) each Director;
  - c) the auditor for the time being of the Company.
- 8.6 The accidental omission to give notice of a meeting, or non-receipt of notice of a meeting by, any person entitled to receive notices shall not invalidate proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 9.1 Every general meeting of the Company shall have a chair:
- a) the chair of Directors shall chair general meetings of the Company or, if the chair of Directors is absent, the vice-chair of Directors shall act as chair;
  - b) if neither the chair nor vice-chair of Directors is present within 20 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting;
  - c) if there is only one Director present and willing to act, that Director shall chair the meeting; and
  - d) if no Director is present and willing to chair the meeting, the Members present shall choose one of their number to chair the meeting.
- 9.2 No business shall be transacted at any general meeting unless a quorum is present.
- 9.3 A quorum consists of 30 Members who are present in person and who are entitled to vote on the business to be conducted at the meeting.
- 9.4 If with 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other, date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present shall be deemed to be a quorum.

- 9.5 The chair of a general meeting may adjourn such a meeting, when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:
- a) is to be adjourned to a particular date, time and place;
  - or
  - b) shall be adjourned to a date, time and place to be appointed by the Directors;
- and shall have regard to any directions as to date, time and place, which have been given by the meeting.
- 9.6 If the meeting is adjourned until more than 30 days after the date on which it was adjourned, the Company shall give at least 14 days clear notice of it to the same persons to whom notice of the Company's general meetings is required to be given and containing the same information which such notice is required to contain.
- 9.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting, if the adjournment had not taken place.

#### **VOTING AT GENERAL MEETINGS**

- 10.1 A vote on a resolution proposed at 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 demanded. Postal votes will have been counted previously and taken into account.
- 10.2 Proxy voting is not permitted.
- 10.3 On a show of hands or in a poll, each Member shall have one vote.
- 10.4 Any objection to the qualifications of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 10.5 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 10.6 A poll may be demanded by:
- a) the chair of the meeting;
  - b) the Directors;
  - or
  - c) two or more persons having the right to vote on the resolution.
- 10.7 A demand for a poll may be withdrawn if:
- a) the poll has not yet been taken;
  - and
  - b) the chair of the meeting consents to the withdrawal.

## POSTAL VOTES

- 11.1 Any registered Member may request a postal vote, if they are unable to be physically present at a General Meeting. The request must be received by the Secretary to the Board at least ten clear days before the meeting is scheduled. The requisite form will be sent to the Member by return. The vote, either lodged by mail or electronically, must be received by the Secretary to the Board at least three clear days before the general meeting.
- 11.2 The postal votes will be counted and recorded prior to the general meeting and be entered at that meeting either by the Secretary to the Board or by a suitably appointed person.

## THE BOARD OF DIRECTORS

- 12.1 The Company shall have a Board of Directors comprising not less than six and not more than eleven persons provided always that not more than 19 per cent of the Board of Directors shall be local authority associated persons and any such persons shall resign so the Board may remain below this figure.
- 12.2 The initial Board of Directors of the Company from incorporation until the Company's first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association.
- 12.3 After the Company's first Annual General Meeting, the composition of the Board of Directors shall be as follows:
- a) not more than eleven Members elected by and from the Membership at the Annual General Meeting;
  - b) not more than two persons who are Members of the Company, co-opted by the Board of Directors.
- 12.4 The Board of Directors may at any time co-opt other persons who are Members of the Company to fill any vacancies occurring within the Board of Directors between Annual General Meetings.
- 12.5 At every Annual General Meeting, all co-opted Board of Directors members shall retire from office but shall be eligible for further co-option or election subject to Article 12.6.
- 12.6 Retiring elected members of the Board shall be eligible for re-election providing no person whether elected or co-opted shall serve for a continuous period of five (5) years without a break of at least one year. The term 'year' means the period between one Annual General Meeting and the next.
- 12.7 Procedures for the election and co-option of Board of Directors members shall be determined from time to time by the Board of Directors.
- 12.8 For the avoidance of doubt, members of the Board of Directors are directors of the company within the meaning of the Act, and charity trustees within the meaning of charity law.
- 12.9 Under no circumstances shall any of the following serve as Board of Directors members:
- a) employees of the Company;
  - b) persons aged under eighteen years;
  - c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
  - d) persons who have an unspent conviction involving dishonesty or who are otherwise disqualified from serving as charity trustees.

- 12.10 Board of Directors members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board of Directors or General Meetings of the Company or in connection with the business of the Company, but otherwise – subject to Clause 6 of the Memorandum of Association – shall have no remuneration.
- 12.11 A Board of Directors member shall cease to be such immediately if he or she:
- a) resigns her/his office in writing to the Company; or
  - b) resigns in accordance with the provision in Article 12.1 for local authority associated persons; or
  - c) ceases to be a Member of the Company; or
  - d) fails to attend three consecutive meetings of the Board of Directors without good reason, and the Board of Directors decides that by virtue of such absence she/he shall cease to hold office; or
  - e) in the opinion of a majority of the Board of Directors, fails to declare her/his interest in any contract as referred to in Article 15.3; or
  - f) becomes bankrupt or, in the opinion of the Board of Directors, incapable on medical or psychological grounds of carrying out the duties of a Board of Directors member; or
  - g) is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act; or
  - h) is disqualified by law from serving as a director of a company or as a trustee of a charity.

#### **HONORARY OFFICERS**

13. The Company shall have a Chairperson and a Vice Chairperson and any other officers as the Board of Directors sees fit, elected by and from the Board after each Annual General Meeting. In the event of a casual vacancy occurring in any officer post, the Board of Directors may appoint one of their number to fill such vacancy until the next Annual General Meeting.

#### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 14.1 The business of the Company shall be managed by the Board of Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting, including the power to set annual subscriptions
- 14.2 No resolution made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that resolution not been made.
- 14.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board of Directors shall from time to time direct, provided that all instruments of non-regular, capital or exceptional expenditure must be authorised or countersigned by the Chairman or Vice-Chairman of the Board.
- 14.4 Without prejudice to its general powers, the Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

## PROCEEDINGS OF THE BOARD OF DIRECTORS

- 15.1 Members of the Board of Directors may meet together for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit.
- 15.2 Questions arising at any meetings shall be decided by a majority of votes, each member of the Board of Directors having one vote. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 15.3 A Board of Directors member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from it.
- 15.4 An honorary officer may and the Secretary on the requisition of two or more Board of Directors members shall summon a meeting of the Board of Directors by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Board of Directors to any of its members for the time being absent from the United Kingdom.
- 15.5 The quorum necessary for the transaction of the business of the Board of Directors shall be four members of the Board of Directors.
- 15.6 The Board of Directors may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the Board of Directors may act for the purposes of increasing their number, or of summoning a General Meeting of the Company, but for no other purpose.
- 15.7 At every meeting of the Board of Directors the Chairperson of the Company shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting the Board of Directors members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 15.8 The Board of Directors shall cause accurate records to be made, in books provided for that purpose, of:
- (a) the name, details and date of appointment of all persons appointed to office;
  - (b) the names of the Board of Directors members, officers, Members, and other persons present at all General, Board of Directors and Sub-Committee meetings of the Company;
  - (c) minutes of all proceedings and resolutions at all General, Board of Directors and Sub-Committee meetings of the Company;
  - (d) all applications of the Seal to any document.
- 15.9 All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Directors and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any Member of the Company during normal working hours.
- 15.10 The Board of 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 Board of Directors, which regulations shall always include provision for regular and prompt reports to the Board of Directors.
- 15.11 All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, even if it be afterwards discovered that there was some defect in the appointment of any such Board of Directors member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Directors member.



15.12 A resolution in writing, signed by all the Board of Directors members for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Directors, and may consist of several documents in the same form, each signed by one or more Board of Directors members.

15.13 The Board of Directors may at their discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

#### **SECRETARY**

16.1 The Board of Directors shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Board of Directors.

16.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Board of Directors member and the Secretary (and/or a second director) shall not be satisfied by its being done either by or to the same person acting in both capacities or by a sole director.

#### **THE SEAL**

17. If the Company has a Seal, it shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be applied shall be signed by a Board of Directors member and shall be countersigned by the Secretary or by a second Board of Directors member. Every such application of the Seal shall be minuted.

#### **ACCOUNTS**

18.1 The Board of Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company.

18.2 Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

18.3 The accounts shall be kept at the Registered Office of the Company or, subject to sections 388 and/or 389 of the Act, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of all Members and officers and by other persons authorised by the Company in General Meeting.

18.4 The Board of Directors shall from time to time, in accordance with sections 394 and/or 395 and sections 437 and/or 438 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

18.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Board of Director's report, shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 424(4) of the Act, be sent to every Member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to

any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

- 18.6 The Board of Directors shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the Company to the Commissioners.

#### **AUDIT**

- 19.1 In accordance with the law for the time being in force the Company may—if it is eligible to do so—apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 19.2 Auditors shall be appointed and their duties regulated in accordance with sections 498 and sections 485 and/or 489 of the Act.

#### **ANNUAL REPORT**

20. The Board of Directors 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.

#### **INDEMNITY**

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

#### **REGULATIONS**

22. The Company in General Meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and Sub-Committees, provided that such regulations are not inconsistent with the Memorandum and Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Memorandum or Articles of Association. All Members of the Company and the Board of Directors shall be bound by such regulations whether or not they have received a copy of them.

#### **DISSOLUTION**

23. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.