

The Companies Acts 1985 & 2006
COMPANY LIMITED BY GUARANTEE
**Articles of Association of
The Bridge Collective C.I.C**

INTERPRETATIONS

1. In these Articles

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

"the 2004 Act" means the Companies (Audit, Investigations and Community Enterprise) Act 2004.

"address" in relation to electronic communications, includes any number or address used for the purposes of such communications.

"Asset Locked Body" means a community interest company, a Charity, Scottish Charity, Northern Ireland Charity or a body established outside the United Kingdom that is equivalent to any of those persons.

• In these Articles of Association the expression **"meeting of the Directors"** includes, except where inconsistent with any legal obligation: a physical meeting;

• a meeting held by electronic means.

"Charity" (except in the phrases, "Scottish Charity" and Northern Ireland Charity) the meaning given by Section 96 of the Charities Act 1993.

"Community" is to be construed in accordance with section 35 of the 2004 Act and Part 2 of the Regulations.

“Community Interest Test” is to be construed in accordance with section 35 of the 2004 Act.

"the Company" means the above-named Company.

"Director" means a director of the Company, including any person occupying the position of Director, by whatever name called.

“Electronic means” shall be taken to mean the same as in the Electronic Communications Act 2000.

"Employee" means a person for the time being holding a contract of employment with the Company or any subsidiary of the Company.

"Northern Ireland Charity" a charity within the meaning of the Charities Act (Northern Ireland) 1964.

“Regulations” means the Community Interest Company Regulations 2005.

"the Seal" means the Common Seal of the Company.

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

2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, photocopying and other modes of representing or reproducing words in visible form including by electronic communication.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act, or the Regulations, as the case may be.

Any statutory instruments from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply with such instrument.

All headings are included for convenience only they do not form part of the Articles, and shall not be used in the interpretation of the Articles.

MEMBERSHIP

3. The subscribers to the Memorandum and Articles of Association are the first members of the Company.
4. Such other persons whose names are entered in the register of members, and who are admitted to membership in accordance with these Articles, shall be members of the Company, provided that no member shall be admitted unless he or she is approved by the Directors and meets the criteria for membership as laid down from time to time by the Company including the payment of any annual subscription as decided by the members at the Annual General Meeting of the Company.
5. All potential members of the Company shall complete an application for membership in such form and containing such information as the Directors require, any such form may provide that a member may give their consent to receive communications by electronic means. Any member giving their consent in this way shall notify the Secretary of any change to their details within seven days of the change.

New applicants to membership may be required to serve such reasonable probationary period as may be agreed by the Company in General Meeting before becoming eligible to be admitted into membership. Membership is not transferable to anyone else.

Register of members

6. The Company shall maintain a Register of Members in which shall be recorded the name, address and if applicable an address to be used for electronic means, and the dates on which they became a member and on which they ceased to be a member. A member shall notify the Secretary in writing,

including by electronic means of a change to their name or address.

Cessation of membership

7. A member shall cease to be a member immediately that he/she:
 - (a) ceases in the opinion of the Directors to be involved in the Company by virtue of using its services or by participating in the Company's activities during any one period of twelve months; or
 - (b) fails in the opinion of the Directors unreasonably to pay any subscription, fee or other monies due to the Company; or
 - (c) resigns in writing to the Secretary; or
 - (d) is expelled by a Special Resolution carried in accordance with Article 10(a) at a Special General Meeting called to consider the matter provided that the member has been given at least fourteen days notice in writing that it is proposed to expel them, specifying the circumstances alleged to justify expulsion and a reasonable opportunity of being heard by or making written representations to the members passing the resolution; or
 - (e) dies.

GENERAL MEETINGS

8. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided that the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.

9. The Directors may whenever they think fit convene a General Meeting, or on receiving a requisition from members in accordance with the Act.

Resolutions

10. Decisions at General Meetings shall be made by passing resolutions as follows:-
 - (a) Decisions involving an alteration to the Memorandum and Articles of Association of the Company, and the expulsion of a member of the Company, and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast at a General Meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.
11. A resolution in writing shall be valid and effective as if it had been passed at a General Meeting of the Company, and may consist of several documents in the same form, each signed by one or more members. A written resolution shall be deemed to have been passed if:
 - (a) Written approval has been received from at least 75% of the membership where the business of the resolution is deemed special;
 - (b) Written approval has been received from at least 51% of the membership for all resolutions dealing with all other business.

Agreement to a written resolution must be received within 28 clear days of the circulation date of the resolution in accordance with the Act.

In accordance with the Act, resolutions to remove a Director or auditor of the Company before the end of his/her period of office shall not be passed by written resolution.

Notices

12. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or which is to consider a proposal to remove the auditor or a Director shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
13. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office or to an address given where a member has given their consent to receive communications by electronic means.
14. Notice of all meetings shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a proposal to remove the auditor or a Director, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be specified. Notice shall also include the right of each member to appoint a proxy.
15. A notice sent by post to a member's registered address, and a notice sent by electronic means shall be deemed to have been duly served forty-eight hours after the notice has been posted or sent.
16. Where a Company places communications required by these articles on its web-site, notification must be given to all

members who have given their consent to receive communication by this method that documents have been placed for their consideration.

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

Proceedings at General Meetings

18. Every member and such other persons as to receive notice shall be entitled to attend and speak at a General Meeting.

Voting

19. Only one vote may be cast by or on behalf of each member. Any other member of the Company may act as proxy for a member who is absent from the meeting. Notice of an appointment of a proxy by a member must be received by the Secretary no later than 48 hours (excluding week-ends) prior to the meeting. Proxies shall be appointed using procedures agreed in General Meeting. A proxy may be instructed by the member for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a paper ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present or as required under the Act. A paper ballot may not be demanded on any question concerning the selection of a Chairperson for a meeting or on any question of adjournment. Unless a paper ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of

the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.

21. If a paper ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a paper ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a paper ballot may be withdrawn.
22. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.

Quorum

23. No business shall be transacted at a General Meeting unless a quorum of members is present. Unless and until otherwise decided by the Company in General Meeting, five members, or one-fifth of the membership, whichever is the greater, shall be the quorum.
24. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until such date as the Directors may decide and all members shall be given as much notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.

25. At every General Meeting the Chairperson of the Company - if there is one - shall preside, but if s/he is unable to preside or not present twenty minutes after the time appointed for the commencement of the meeting, then the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
26. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
27. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
28. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, a person who is not a member of the Company shall not have any right to vote at a General Meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.

DIRECTORS

29. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than five or more than eleven. For the avoidance of doubt, the Directors are the directors of the Company within the meaning of the Act.

30. The initial Directors from incorporation until the first Annual General Meeting shall be determined in writing by the subscribers to the Memorandum and Articles of Association.
31. The qualification required to be a Director shall be that he or she is a member of the Company and there shall be no other qualification required.
32. Subject to Article 41 below, at every Annual General Meeting one-half of the elected Directors shall retire from office (or, if their number is not divisible by two, then the greater number nearest to one-half), those to retire being those who have been longest in office since they were last elected. In the event of there being two or more persons with the same length of service then, in the absence of agreement, those to retire shall be decided by lot. Retiring Directors shall be eligible for re-election.
33. New Directors shall be elected individually at (or prior to) the Annual General Meeting by and from the membership. Nominations shall be sought and elections conducted in such manner as the Directors may from time to time direct provided that all members of the Company shall be eligible to stand for election and to vote (except that if the election is held at the Annual General Meeting, only those members present shall be entitled to vote).
34. No powers to appoint Directors of the Company may be given to persons or bodies corporate who are not members of the Company which immediately after their exercise could result in the majority of the Directors of the Company having been appointed by persons or bodies corporate who are not members of the Company.
35. No powers to remove Directors of the Company may be given to persons or bodies corporate who are not members of the

Company which immediately after their exercise could result in either

- (a) the majority of the remaining Directors of the Company having been appointed by persons or bodies corporate who are not members of the Company; or
- (b) the number of Directors removed during the current financial year of the Company by persons or bodies corporate who are not members of the Company exceeding the number of remaining Directors of the Company.

However, this shall not prevent a Director from appointing, or subsequently removing, an alternative Director, if permitted to do so by the articles.

36. A Director who is an alternative Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

Casual vacancies

37. The Directors may at any time co-opt any person, who must be a member of the Company, to fill a Director vacancy. A casual vacancy shall exist when the number of Directors is less than the number elected at the last held Annual General Meeting.

Non-Voting Observers

38. The Directors may at their discretion invite persons to attend its meetings as advisers. Such persons shall have speaking rights at the discretion of the Chair, but shall not have voting rights or be counted as Directors.

Conflict of Interest

39. A Director shall not vote in respect of any contract in which he or she has a direct or indirect personal interest or any

connected matter and if he or she does so vote their vote shall not be counted, except that nothing in this Article shall prevent a Director voting in respect of the general terms of contract of employment between the Company and its members.

Remuneration

40. Any remuneration of Directors shall only be in respect of services actually rendered by that Director to the Company. A Director may act in a professional capacity for the Company, and s/he or his/her firm shall be entitled to remuneration for professional services as if s/he were not a Director; provided that nothing shall authorise a Director or his/her firm to act as Auditor to the Company. Directors remuneration shall be subject to satisfying the community interest test and any reporting requirements, that may be determined by the Directors from time to time.

Termination of Directors' Appointment

41. The office of a Director shall be vacated if he or she:
- (a) resigns her/his office in writing to the Company; or
 - (b) subject to the provisions in these articles ceases to be a member of the Company; or
 - (c) in the opinion of a majority of the Directors, fails to declare her/his interest in any contract as referred to in Article 39; or
 - (d) is absent from two successive meetings of the Directors without good cause and the Directors resolves by a majority that the office is to be vacated by reason of such absence; or
 - (e) becomes bankrupt or is in breach of any county court administration order; or
 - (f) she/he is, or may be, suffering from a mental disorder and either:-

- (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, guardian or other person to exercise powers with respect to her/his property or affairs;
- (g) is disqualified by law from serving as a director of a company; or
- (h) is removed from office by Ordinary Resolution of the Company in General Meeting in accordance with the Act.

Powers and Duties of the Directors

42. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do all such acts on behalf of the Company 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, provided that no contract or agreement to dispose of assets of the Company amounting in value to one-third or more of the last published balance sheet of the Company may be entered into without the prior approval of the Company in General Meeting.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Directors shall from time to time determine.
44. Without prejudice to its general powers the Directors may exercise all the powers of the Company to borrow money and

to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

45. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made.

Proceedings of the Directors

46. Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Directors participating in meetings must participate at the same time, but may be in different places; and may communicate with each other by any means, including by electronic means. Questions arising at any meeting shall be decided by a majority of votes cast. In the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
47. Except as provided by Articles 36 and 46 in all proceedings of the Directors each Director must not have more than one vote.
48. The Secretary shall on the requisition of two or more Directors summon a meeting of the Directors by giving reasonable notice to all its members.

Quorum

49. The quorum necessary for the transaction of business of the Directors shall be three members.
50. If the Directors shall at any time be reduced in number to less than the minimum prescribed in these Articles or by the Company in General Meeting, the remaining members may

act as the Directors for the purpose of filling vacancies in their body, or of summoning a General Meeting of the Company, but for no other purpose.

51. At every General Meeting the Chairperson of the Company - if there is one - shall preside, but if s/he is unable to preside or not present twenty minutes after the time appointed for the commencement of the meeting, then the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

Minutes

52. The Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Directors and of any sub-committee and all business transacted at such meetings. All such minutes shall be open to inspection by any Director at any reasonable time.
53. A resolution in writing signed by the requisite majority of Directors for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Directors and may consist of several documents in similar form each signed by one or more Directors.

Sub-Committees

54. The Directors may delegate any of its powers to sub-committees consisting of such members of the Company as it thinks fit. Any sub-committee so formed shall conform to any rules that may be imposed on it by the Directors.
55. All acts done by any meeting of the Directors or by any person acting as a Director shall, even if it be afterwards discovered that there was some defect in the appointment of any Director 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 Director.

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

SECRETARY

57. The Directors shall appoint an individual to act as Secretary of the Company, who may but need not be also a Director, for such term, at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
58. Anything which has to be done by or to a Director and the Secretary shall not be done by or to one person acting in both capacities.

SEAL

59. If the Company has a Seal, it shall only be used by the authority of the Directors acting on behalf of the Company. Every instrument to which the Seal shall be attached shall be signed by a Director and countersigned by a second member, the Secretary, or a member of the Company appointed by the Directors for the purpose.

ACCOUNTS, REPORTS AND AUDIT

60. The Directors shall comply with the requirements of the Act and any other applicable law as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts.

61. The accounts shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with the auditor's report, shall not less than twenty-one days before the date of the meeting be delivered in person, sent by post or by electronic means to the auditors and every holder of loan stock or debentures of the Company, provided that this Article 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 debenture. Where a member has given their consent to such notification a copy of the accounts displayed on the Company's official website shall be deemed to have been delivered to that member.

Surplus of the Company

63. The surplus of the Company shall be applied in furtherance of the community benefit as provided for in Clause 4 of the Memorandum, and may be paid into a general reserve for the continuation and development of the Company.

Asset Lock

64. The Company being a community interest company shall not transfer any of its assets other than for full consideration.
65. Provided the condition specified in Article 66 is satisfied, Article 64 shall not apply to:
 - (a) the transfer of assets to any Asset Locked Body specified in the Memorandum or Articles for the purposes of this Article or (with the consent of the Regulator) to any other Asset Locked Body; and

- (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets to an Asset Locked Body.
66. The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum or Articles of the Company.
67. If the Company is wound up under the Insolvency Act 1986; and all its liabilities have been satisfied then any residual assets shall be given or transferred to the Asset Locked Body specified in the Memorandum or Articles for the purposes of this Article.
68. The following Asset Locked Body is specified as a potential recipient of the Company's assets under Articles 64 and 66 above.

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|---|
| Registered name: |
| Registered Charity Number (if applicable) |
| Registered Company number (if applicable) |
| Registered Office/Principal Office address |

INDEMNITY

69. Every member or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by her/him in or about the execution and discharge of the duties of her/his office, except to the extent that such losses or liabilities shall be attributed to:-

- (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
- (b) negligence; or
- (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

BYELAWS, STANDING ORDERS, SECONDARY RULES

70. The Company in General Meeting or the Directors may from time to time make, adopt and amend such procedures 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 Directors and sub-committees. No procedure shall be made which is inconsistent with these Articles or the Act. All members of the Company and the Directors shall be bound by such procedures whether or not they have received a copy of them.

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as amended by special resolution dated this day 2008.*