

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

**WARWICKSHIRE AND WEST MIDLANDS
ALC LIMITED**

Company No: 14127431

Incorporated: Twenty Fourth May 2022

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

COMPANIES ACT 2006

MEMORANDUM OF ASSOCIATION

**WARWICKSHIRE AND WEST MIDLANDS
ASSOCIATION
OF LOCAL COUNCILS LIMITED**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber

Signature

1. Cllr. Rosie Weaver BEM
2. Cllr. Sarah Boad
3. Cllr. Bridgette Chandler
4. Cllr. Ian Davis
5. Mrs. Elisabeth Uggerloese

**COMPANY LIMITED BY GUARANTEE AND
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COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

**WARWICKSHIRE AND WEST MIDLANDS ASSOCIATION
OF LOCAL COUNCILS LIMITED**

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the articles, unless the context requires otherwise -

“articles”	means the company’s articles of association
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
“chair”	has the meaning given in article 13
“Chair of the meeting”	has the meaning given in article 26.
“Companies Acts”	means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company
“director”	means a director of the company and includes any person occupying the position of director by whatever name called.
“document”	includes, unless otherwise specified any document sent or supplied in electronic form
“Electronic form”	has the meaning given in section 1168 of the Companies Act 2006
“member”	is either a Local Council or Parish Meeting in the County of Warwickshire or the West Midlands that pays their subscription to the Company and there is no limit on the number of members, and has the meaning given in section 112 of the Companies Act 2006
“Ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006
“participate”	in relation to a directors’ meeting, has the meaning given in article 11
“Proxy notice”	has the meaning given in article 32
“President”	has the meaning defined in article 21
“representative”	means a person whose identity is advised to the Company Chief Executive Officer not less than 7 days before a general meeting which the representative wishes to attend
“Special resolution”	has the meaning given in section 283 of the Companies Act 2006
“subsidiary”	has the meaning given in section 1159 of the Companies Act 2006, and
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of the members is limited to £1 being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a member or within one year after they cease to be a member, for -
- payment of the Company’s debts and liabilities contracted before they cease to be a member,
 - payment of the costs, charges and expenses of winding up, and
 - adjustment of the rights of the contributories among themselves

Overview of the Company

3.
 - (1) The purpose of the Company is to enable professional support and legal advice to be made available to its members throughout Warwickshire and the West Midlands. There is to be a particular emphasis on training to develop the professional standards of the staff and councillors of the members.
 - (2) The Company will be able to borrow from banks or lend money to its members and it will be able to invest its reserves. Any interest received from its investments will either be re-invested or will be used to further the objectives of the Company. The Company will also be able to establish grant funds enabling gifts to be made to members if the criteria are deemed to have been met by the duly appointed officer and selected directors. The Company can undertake any lawful action in furtherance of its purposes.
 - (3) If the Company were to be wound up the directors would be prohibited from receiving any distribution from the Company assets. Any residual funds may be distributed pro rata amongst its members based on the recorded budgeted income at the time.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4.
 - (1) Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company, including the annual election of an Executive Board and Honorary Officers
 - (2) The directors may employ and remunerate such staff as are necessary for the carrying out of the objectives of the Company
 - (3) The directors may from time to time make such Rules as it may deem necessary or convenient for the proper conduct and management of the members and in particular but without prejudice to the generality of the foregoing, it may by such rules regulate:
 - (i) The admission and classification of members of the Company, 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

- (ii) The conduct of members of the Company in relation to one another and to the Company's employees

Members' reserve power

- 5. (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

- 6. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles--
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part or alter its terms and conditions.

Committees

- 7. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- (2) The directors may make rules of procedure for all or any committees.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 8. (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

Unanimous decisions

- 9. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

- 10.** (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising a duly appointed officer of the company to give notice. A directors meeting may take place virtually.
- (2) Notice of any directors' meeting must indicate--
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director but need not be in writing.

Participation in directors' meetings

- 11.**
 - (1) A meeting of directors or of the members may be held by suitable electronic means agreed by the directors in which each participant may communicate with all other participants
 - (2) Any director or member participating in a meeting by suitable electronic means at which a participant or participants may communicate with all other participants shall qualify as being present at that meeting
 - (3) Meetings held by electronic means must comply with the rules for meetings including the chairing and the taking of minutes
 - (4) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when-
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
 - (5) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

- (6) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

12. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors

Chairing of directors' meetings

13. (1) The directors may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The directors may terminate the chair's appointment at any time.
- (4) If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

14. (1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

Conflicts of interest

15. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when-
 - (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.
- (4) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

- (5) Subject to paragraph (6), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.
- (6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

16. The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

17. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

18. (1) Any councillor or clerk or other officer of a council in membership who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by
 - (a) ordinary resolution at an annual general meeting, or
 - (b) a decision of the directors
- (2) Not more than two directors shall be non councillors
- (3) At the first annual general meeting all the directors must retire from office and may offer themselves for reappointment by the members
- (4) At every subsequent annual general meeting any directors who:
 - (a) do not hold an appointment as Chair or Vice Chair of the company; or
 - (b) have been appointed by the directors since the last annual general meetingmust retire from office and may offer themselves for reappointment by the members

- (4) A person appointed to be the Chair or Vice Chair of the Company shall hold office for no more than three consecutive years. Service in one capacity shall not prevent subsequent service in a different capacity.

Termination of director's appointment

19. A person ceases to be a director as soon as-

- (1) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (2) a bankruptcy order is made against that person;
- (3) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (4) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (5) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (6) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (7) they are removed from office by notice signed by a 75% majority of the directors stating that that person should cease to be a director;
- (8) they cease to be a councillor or clerk or other officer of a Council in membership; notwithstanding that they may remain in post until the following annual general meeting

Directors' expenses

20. The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-

- (1) meetings of directors or committees of directors,
- (2) general meetings, or
- (3) separate meetings in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3

PRESIDENTS

21. The directors propose a President and Vice Presidents every two years for approval at the AGM by the members.

- (1) At the end of two years the President and Vice Presidents shall retire but be eligible for re-appointment once, for a total maximum term of four years.
- (2) The President and Vice Presidents are in ambassadorial role - the public face of WALC.

- (3) The role of President and Vice Presidents are Honorary Officers with no executive or decision-making powers.
- (4) The President and Vice Presidents are not a director of the Company.
- (5) The President and Vice Presidents may attend board meetings at the discretion of the chair of the meeting. They may take part in discussions but cannot vote on decisions.
- (6) At an Annual General Meeting the chair may delegate this role to the President (or a Vice President in the absence of the President) if they are willing to do so.
- (7) The President and Vice Presidents may attend general meeting but do not have the right to vote.
- (8) The President shall give a report to the members at the Annual General Meeting.

PART 4

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 22.** (1) Every Local Council and Parish Meeting in Warwickshire or the West Midlands shall be eligible for membership of the Company.
- (2) No Local Council or Parish Meeting shall become a member of the Company unless –
- (a) that Council has completed an application for membership in a form approved by the directors, and
 - (b) the directors or an officer of the Company have approved the application

Termination of membership

- 23.** (1) A member may withdraw from membership of the Company by giving three months' notice to the company in writing in the following manner: if it resigns giving not less than three months' notice before the 31st of December in any year, such resignation then becomes effective from 31st March. Any notice which is given and does not conform to this provision shall take effect on 31st March next, unless the notice is given less than three months before a 31st March when the notice shall take effect on the following 31st March
- (2) A member will cease to be a member if it fails to pay the annual subscription set by a general meeting of the Company by the 31st July in any year
- (3) If, in the view of the directors, it is determined that the member's continued membership is not in the best interests of the Company or that membership should cease for any other reasonable reason and the directors pass a resolution to this effect by not less than two thirds majority

- (4) Membership is not transferable
- (5) Should a Local Council or Parish Meeting cease to exist then membership will terminate

ORGANISATION OF GENERAL MEETINGS

Annual general meeting, attendance and speaking at general meetings

- 24.** (1) The Company shall hold in each year a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The Company shall hold its first annual general meeting within 15 months of its incorporation, and not more than 15 months shall elapse between the date of one annual general meeting and the next. The Annual General Meeting may be held virtually. The rest of the provisions in these Articles for general meetings also apply to annual general meetings
- (2) A member is able to exercise the right to speak at a general meeting by sending one representative, who is not necessarily a councillor, when that representative is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that representative has on the business of the meeting
- (3) A member is able to exercise the right to vote at a general meeting when
- (a) its representative is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that representative's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other councils representatives attending the meeting
- (4) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

Quorum for general meetings

- 25.** (1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending do not constitute a quorum
- (2) A quorum is no less than 10% of the members of the Company

Chairing general meetings

- 26.** (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so. The Chair may delegate this role to the President (or a Vice President in the absence of the President) if they are willing to do so.
- (2) If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting

or is not present within ten minutes of the time at which a meeting was due to start –

- (a) The Vice Chair is appointed to take the meeting
 - (b) If the Vice Chair is not present, the directors present, or
 - (c) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting
- (3) The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”

Attendance and speaking by directors and non-members

- 27.**
- (1) Directors may attend and speak at general meetings
 - (2) The chair of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting
 - (3) The President shall give a report to the members

Adjournment

- 28.**
- (1) If the members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
 - (2) The chair of the meeting may adjourn a general meeting at which a quorum is present if –
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly matter
 - (3) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
 - (4) When adjourning a general meeting, the chair must –
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
 - (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) –
 - (a) to the same persons to whom notice of the Company’s general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.

- (6) 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

Voting: general

29. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

30. (1) No objection may be raised to the qualification of any member voting at a general meeting except at the meeting or adjourned meetings at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
 - (2) Any such objection must be referred to the chair of the meeting; whose decision is final.

Poll votes

31. (1) A poll on a resolution may be demanded-
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by
 - (a) the chair of the meeting;
 - (b) the directors;
 - (c) two or more members having the right to vote on the resolution; or
- (3) 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.
- (4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

Content of proxy notices

32. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-
 - (a) states the name and council of the member appointing the proxy
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed

- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Registered Office of the Company not less than 48 hours prior to the meeting in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
 - (e) revocation of proxy must be delivered to the Registered Office of the Company not less than 24 hours prior to the meeting
- (2) The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
 - (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - (4) Unless a proxy notice indicates otherwise, it must be treated as-
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 33. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

Amendments to resolutions

- 34. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if-
 - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if-
 - (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 35.** (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

No right to inspect accounts and other records

- 36.** Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

- 37.** The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

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

- (c) any other liability incurred by that director as an officer of the Company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article-
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

- 39.**
- (1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
 - (2) In this article-
 - (a) a "relevant director" means any director or former director of the company or an associated company,
 - (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.