

## **pro-manchester Memorandum and Articles of Association July 2017**

pro-manchester Limited Registered No. 5001675  
Company Limited by Guarantee Memorandum and Articles of Association  
THE COMPANIES ACTS 1985, 1989, 2006 and 2012

### INTERPRETATION

1. In these Articles:

“the Act” means the Companies Act 1985 or any statutory re-enactment or modification.

“AGM” means an annual General Meeting of the Company;

“the Board” means the board of Directors of the Company, acting collectively;

“clear days” means in relation to a period of notice that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect;

“Director” means a director of the Company acting individually;

“Individual Member” means a Member who is admitted to membership of the Company

“Member” means a member of the Company except in articles 54-59;

“Memorandum” means the memorandum of association of the Company;

“Objects” means the objects of the Company as set out and defined in the Memorandum from time to time;

“Professional Associations” means those organisations who are eligible for membership of the Company under Article 2.4;

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

expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form;

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Act;

references in these Articles to ‘he’ or ‘him’ include male and female individuals and corporations.

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### **ADMISSION OF MEMBERS**

2. Membership of the Company is open to:

2.1 all persons, firms and companies in and around Greater Manchester who provide business, finance and professional services and who are committed to helping to achieve the Objects;

2.2 any professionally qualified person who is employed by a firm or company in Greater Manchester which is not eligible for membership under Article 2.1. Such Members shall be recorded as Individual Members in the Register of Members;

2.3 Professional Associations including the Greater Manchester Branch of the Royal Institution of Chartered Surveyors, The Manchester Law Society, The Manchester Society of Chartered Accountants, The Insurance Institute of Manchester and any other professional body that the Board (or any committee of the Board established for the purposes of considering applications for admission) considers appropriate.

3. Individuals or organisations, having applied for admission, may be admitted as members and on admission shall pay a subscription. Every application for membership must be in writing in a form approved by the Board.

4. Every Member who is not an individual shall nominate one individual as a 'Nominee Member' and may from time to time in writing remove a Nominee Member so appointed and appoint another Nominee Member in his place. Such appointments and removals shall be valid only when in writing and delivered to the Secretary.

### **RETIREMENT OF MEMBERS**

5. A Member will cease to be a Member:

5.1 if he resigns by giving notice to the Company. Such notice must be given to the Secretary no less than seven clear days before the end of the financial year of the Company and or the annual anniversary of the date on membership. Termination of membership will be effective from the end of the Company's financial year in which notice is given or the end of the calendar year marked by the date of original membership or renewal;

5.2 if an individual, upon death, or if he becomes of unsound mind, or is convicted of any indictable offence for which he is sentenced to a term of imprisonment;

5.3 in any case on the resolution of the Board, if any subscription or membership fee due to the Company remains outstanding for more than three months from the date it falls due;

5.4 if a resolution is passed in general meeting for his removal; or

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6. No member of the Company is entitled to any refund of subscription or membership fee on ceasing to be a member for any reason. Membership of the Company is not transferable.

### **SUBSCRIPTIONS**

7. Members shall pay an annual subscription of such sum as the Board shall decide, the first payment to be made at the time of application for membership.

8. The Board (or any committee of the Board established for the purposes of considering applications for admission) may establish differing levels of subscription for what it considers to be different categories of Member and the Board may in its discretion exempt any Professional Association from the payment of subscriptions, and may in exceptional circumstances waive in whole or part the payment of subscriptions for any Member. Members shall furnish the Board (or any committee) with such information as the Board shall reasonably require in order to determine the applicable subscription.

9. In exceptional circumstances an additional subscription or subscriptions may be levied in such amount as is determined by the Board.

### **GENERAL MEETINGS**

10. The Company must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year. The interval between the date of one AGM and the date of the next must not be more than 15 months and each AGM shall be held within six months of the Company's accounting reference date. The Board will choose the time and place of the AGM. All general meetings of the Company other than AGMs are called Extraordinary General Meetings.

11. The business of the AGM shall be:

11.1 to receive the Chairman's report of the activities of the Company during the preceding year;

11.2 to receive the accounts of the Company for the preceding financial year;

11.3 to elect the Officers and other members of the Board;

11.4 to conduct such other business as is specified in the notice convening the AGM.

12. The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition in writing signed by or on behalf of at least ten Members of the Company.

13. All general meetings of the Company including the AGM must be called by at least 14 clear days' notice.

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14. The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice. The notice of the AGM shall be accompanied by a copy of the Company's audited accounts for the financial year ending on 31 March prior to the AGM.

15. Notice must be given to the Members of the Company, to the Directors, and to the auditors, but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

16. Where a Member has appointed a Nominee Member, notice of all general meetings shall be given to that Nominee Member in place of its appointee.

### **PROCEEDINGS AT GENERAL MEETINGS**

17. No business shall be transacted at any general meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a Member, a Nominee Member or a proxy for a Member shall be a quorum.

18. If a quorum is not present within half an hour after the time set for the meeting, or if during the meeting such a quorum ceases to be present, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Board.

19. The Chairman of the Board will preside as Chairman of every general meeting of the Company. If there is no Chairman of the Board, or if he is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be Chairman of the meeting.

20. If at any general meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the Members of the Company present must choose one of themselves to be Chairman of the meeting.

21. The Chairman may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the Members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting.

22. At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:

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22.1 by the Chairman; or

22.2 by at least two Members of the Company present in person or by proxy; or

22.3 by any Member or Members of the Company present in person or by proxy and representing not less than 10% of the total voting rights of all the Members of the Company having the right to vote at the meeting.

23. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.

25. Except as provided in Article 26, if a poll is demanded it may be taken in such manner as the Chairman directs but the Chairman has no authority in exercising this power to extend the poll to Members of the Company who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

26. A poll demanded on the election of a Chairman, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time as the Chairman directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.

### **VOTES OF MEMBERS**

27. Every Member of the Company whose name is entered in the Company's register of Members has one vote at every general meeting. A resolution proposed at any general meeting will be approved if more than one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority. In the case of an equality of votes on a poll, the Chairman of the meeting shall have a casting vote.

28. Where a poll is taken, and Individual Members constitute at least one third of the members present (in person or by proxy) and voting, the Individual Members, as a class, be limited to such number of votes as is equal to one third of the total votes cast.

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### **PROXIES AND REPRESENTATIVES**

29. A Member of the Company may appoint a proxy to attend general meetings in his place and to vote on his behalf. A proxy may vote on a poll or on a show of hands but a proxy who is also a Member or is proxy for more than one Member may only exercise one vote on a show of hands. The proxy form must be in writing and signed by the Member (or Nominee Member) or by another person under a power of attorney granted by a Member. In the case of a Member which is a company, the proxy form must be in writing and signed by two directors or a director and the secretary of that company. An Individual Member may only appoint the Chairman of the meeting as his proxy. A Member who is a firm, company or professional association may appoint any partner, employee or officer of that member, or the Chairman of the meeting, as its proxy.

30. The proxy form (and the power of attorney, if any, under which it is signed, or a copy of that power certified by a solicitor) must be deposited at the registered office of the Company, or at another place within the United Kingdom specified for that purpose in the notice convening the meeting, not less than 24 hours before the time set for the meeting or adjourned meeting in question, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll. If this Article is not complied with the proxy form is invalid, unless the appointment of a proxy is declared valid by the Secretary prior to the commencement of the meeting.

31. A vote given or poll demanded by a proxy for a Member remains valid despite the previous revocation of the authority of proxy unless notice of revocation was received by the Company at its registered office before the start of the meeting or adjourned meeting in question.

32. Where a Member has appointed a Nominee Member, that Nominee Member shall be deemed to have been validly appointed proxy for that Member in accordance with these Articles for all general meetings for which notice is given during the period of his appointment.

### **OFFICERS**

33. The Company shall have the following Officers: Chairman, Vice Chairman, Deputy Vice Chairman. Each Officer shall be a Director.

34. Any Officer may retire from such office by giving one month's notice in writing and all Officers shall retire from their respective Offices at the end of each AGM. Officers retiring are eligible for re-election to the same or to another office. Officers elected at the AGM shall take office immediately following the close of their AGM.

35. Any vacancy in any of the offices specified in Article 33 arising between AGMs may be filled by the Board.

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36. A Director who stands for election as an Officer (not being already an Officer) shall not be required to retire pursuant to Articles 39 and 40.

37. Any Director shall not be prevented from standing for election as an Officer because he will have served for 6 years continuously as a Director at the date of the election for the Officers.

### **DIRECTORS**

38. With effect from the AGM in July 2018, The Board shall consist of the Officers of the company and not more than 7 other non executive directors each of whom shall be a Member or Nominee Member. The immediate past Chairman shall ex officio be a Director, if he or she is willing to act, for the year following his or her resignation.

39 With effect from the AGM in July 2017, The Chief Executive shall ex officio be a Director. Three additional executive Directors shall also be Directors of the company, including the Deputy CEO, the Finance Director/ Company Secretary and one other senior executive Director.

40 Non Executive Directors are elected for a three year term and may be re-elected for a second three year term subject nomination by the board and to re-election at the AGM.

39. A Director who retires by rotation is eligible for reappointment if he is willing to continue to act as Director provided that a Director who has served for six consecutive years (discounting years in which the Director held office as Chairman, Vice- Chairman or Deputy Vice-Chairman) shall not be eligible for reappointment at any time without the consent of the Board.

41. The Chief Executive and other executive directors shall be required to retire as a director when engagement by the Company terminates. Executive directors are not subject to rotation.

42. If the number of Directors (other than the Officers) shall fall below eight, the Board may act to fill any vacancy and the Board may from time to time appoint no more than 3 persons as additional Directors. This shall be in the absolute discretion of the Directors and be without prejudice to the maximum number of directors specified in Article 38. Any Director appointed in this manner shall retire at the next AGM, and shall be eligible for re-election.

43. If the Members of the company do not fill the vacancy left by a Director who retires by rotation the retiring Director will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

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44. No person other than a Director retiring by rotation may be appointed or reappointed as a Director at any general meeting unless:

44.1 He or she is recommended by the Directors; or

44.2 at least 7 clear days before the date appointed for the meeting, notice executed by a Member of the Company qualified to vote at the meeting has been given to the Secretary of the intention to propose that person for appointment or re-appointment, together with notice executed by that person. of his willingness to be appointed or re-appointed.

45. A notice of a general meeting of the Company must include the name of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Board for appointment or re-appointment as a Director at the meeting, or in respect of whom notice has been duly given to the Company under Article 44.2 above.

46. The Company may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director and may also determine the order of rotation of any additional Directors.

47. A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.

48. A Director will cease to be a Director:

48.1 if he resigns his directorship by giving notice to the Company;

48.2 if (being an Officer) he resigns his office and is not reappointed at the AGM at which he resigns;

48.3 upon death, or if he becomes bankrupt or makes any arrangement with his creditors, or becomes of unsound mind, or is convicted of an indictable offence;

48.4 if he is removed by a simple majority of the members of the Company, following the procedure laid down in Section 303 of the Act; or

48.5 if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise.

48.6 if he ceases to be a Member or a Nominee Member unless the Board resolve that he may continue to hold office until the commencement of the AGM next following in which case he shall be designated a "Co-opted Director". Should such a Co-opted Director become a Nominee Member of a different Member then he shall resume office as a full member of the Board and the period of co-option shall terminate. Any such person

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shall not be required to stand for re-election as a director at the next AGM of the Company merely as a result of his having been a Co-opted Director

49. The Board has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of Association of the Company and these Articles, or by any Rules made pursuant to Article 62. Every Director has one vote at a Board meeting.

50. A Director may call a Board meeting at any time and the Secretary must call a Board meeting if requested to do so by a Director. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes.

51. A Board meeting is not valid unless a quorum is present throughout the meeting. Eight Directors shall be a quorum.

52. The Chairman of the Board will preside at every Board meeting, if at any Board meeting the Chairman is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be Chairman of the meeting. In the case of an equality of votes on any question the Chairman has a second or casting vote.

53. The Board may delegate any of its powers to the Chief Executive and to committees consisting of such Directors, Members of the Company and others as it thinks fit. In the exercise of the delegated powers, any Chief Executive or committee must conform to any regulations which may be imposed by the Directors or by Rules made under Article 61. The Chairman of any committee is to be appointed by the Board from among the Directors.

### **BENEFITS TO DIRECTORS**

54. The Directors are entitled to receive such remuneration, expenses, and other benefits as the Board determines.

### **SECRETARY**

55. The Company shall have a Secretary who will be proposed and elected by the members at the AGM in each year.

### **SEAL**

56. The Company is not required to have a common seal, If the Company has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director.

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### **NOTICES, MEETINGS AND RESOLUTIONS**

57. The following Articles 58 to 60 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, and the Company in general meeting; and “member” means a Director, committee member or a Member or Nominee Member of the Company in general meeting as the context requires.

58. Any notice to be given under these Articles must be in writing. The Company may give any notice to a member by handing it to him personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at the address shown in the Company’s register of members, or by leaving it at that address. Where the member has given to the Company a fax number or e-mail address to which notices may be sent electronically, the Company may give a valid notice by means of fax or e-mail.

59. A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.

60. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or e-mail address. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) transmitted by fax or e-mail.

61. The Secretary will ensure that minutes of proceedings at all meetings are taken, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

### **RULES**

62. The Directors may establish Rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the Objects, including the levying of annual subscriptions or membership fees; provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article, the terms of the Memorandum and Articles will prevail.

### **INDEMNITY**

63. Subject to the Act, but without affecting any indemnity to which he may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his

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favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the Court.

64. Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Article 62.

### **DISSOLUTION**

65. The Company may only be wound up or dissolved with the consent of at least three quarters of the Members who attend and vote at a general meeting of the Company called for this purpose.