

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION**

of

**SANDWELL COMMUNITY INFORMATION AND
PARTICIPATION SERVICE LIMITED**

1. The Company's name is Sandwell Community Information and Participation Service Limited.
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are to promote the benefit of the residents of the borough of Sandwell in the West Midlands without distinction of age sex race political or religious or other opinions, in particular but not exclusively by associating the residents, local authorities and voluntary organisations in a common effort to advance education, protect health and relieve poverty or sickness and to provide or assist in the provision of facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving their conditions of life.

And the Company shall have the following powers exercisable in furtherance of its said objects, but not otherwise, namely:-

- (A) To consult with Sandwell Metropolitan Borough Council and any agencies on community issues;
- (B) To monitor the responses of both the statutory and the voluntary sectors in their provision of services, policies and projects through actively involving tenants and residents in the identification of local needs and possible courses of action and to provide support and advice for the monitoring and evaluation of any agreed courses of action.
- (C) To consider all questions affecting the residents of the Borough of Sandwell;
- (D) To provide support and assistance to residents which will enable them to identify and deal with problems that affect them as members of that community;
- (E) To develop structures with residents which enable them to be better placed to co-operate with each other and deal with organisations in the wider community.
- (F) To encourage and nurture residents to network and share experiences as part of the learning process.

- (G) To enable residents to consolidate and build upon existing skills for the benefit of the public in general.
- (H) To provide relevant and appropriate training or instruction to residents, groups and communities including:-
- (i) Formal training such as running a committee, administering accounts;
 - (ii) Training on how to identify needs and priorities, on planning projects and their implementation including preparing budgets, funding application.
 - (iii) Equipping people with or developing transferable skills such as team working and problem solving.
 - (iv) To develop people's capacity for working within structures outside their group or community such as negotiation, assertiveness and advocacy skills.
- (I) To develop recommendations to policy making bodies based on the results of such activities.
- (J) To prepare, print, publish and distribute any newsletters, papers and reports relating to any social, local or national matter;
- (K) To insure the directors against the costs of successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the director concerned knew that, or was reckless with it, the act or omission was a breach of trust or breach of duty.
- (L) To raise funds, whether by the levying of subscription by the Company, by means of donations from companies or other business concerns, or from charities, by private or public appeals or otherwise, and to seek any form of assistance sponsorship or grants from government, municipal, commercial or private sources or from any national or international health, welfare, educational, social or cultural organisation for or on behalf of the Company, or any person or body of persons pursuing any charitable object which this company is authorised to carry on, and to take and accept gifts of property, whether subject to any special trust or not, for the objects of the company.
- (M) To recruit and assist in the recruitment of voluntary workers in and for the Company and to retain or employ professional or technical advisers or workers in connection with the objects of the Company and to pay reasonable and proper fees for their services.
- (N) To make any financial grant or award and to enter into any contract or arrangement for the person or body of persons of any technical, financial or other assistance, of any service or equipment, labour or of travel, accommodation or any other facilities, and generally to do all such things as may, in the opinion of the directors, further the primary charitable objects of the Company.

(O) To undertake research or surveys and publish the useful results of such research; to establish, equip and maintain a library, to collect, compile, print, publish and disseminate information; to provide, publish or contribute to the publication of any papers, book, periodicals, reports or other documents, films, slides , tapes, pictures, plans or models; to give and exchange information and advice and to promote, encourage, foster and maintain the interest and support of the public in the objects and activities of the Company.

(P) To organise, provide facilities for and hold conferences, meetings, courses of instruction, demonstrations, lectures, exhibitions, competitions, tours and displays.

(Q) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of, or co-operate or federate with any charitable organisations or associations whose objects are in whole or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company, to act as trustees or agents for, and to manage and undertake the property, assets, liabilities and engagements of any such organisations or associations and to subscribe or guarantee money for charitable purposes in any way calculated to further the objects of the Company.

(R) To foster and encourage co-operation and communication between similar organisations, societies and other charitable institutions and local and national authorities and to co-ordinate the activities and represent the views of those making use of the facilities of the Company and its members.

(S) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest, sell, mortgage, lease or otherwise dispose of or turn to Account any real or personal property and any rights or privileges (of the Company) which the Company may think necessary for the promotion of its objects and to construct maintain and alter any buildings or erections necessary for the work of the Company.

(T) To borrow or raise money for the purposes of the Company on such terms and on such security as the directors shall think fit and whether by the creation and issue of debentures or debenture stock or otherwise.

(U) To receive money on deposit or loan upon such terms as the Company may approve, and to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be conducive to its objects.

(V) To invest and deal with the moneys of the Company not immediately required for its purposes in or upon such investments or securities and in such as may from time to time be determined, subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time be imposed by law and subject also as hereinafter provided.

(W) To sell, mortgage, turn to account, exchange, let or grant licences, easements and other rights in or over, and in any other manner deal with or dispose of all or any of the property and assets for the time being of the Company as may be necessary for the promotion of its objects.

(X) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependents.

(Y) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.

(Z) To do all such other things as are necessary for the attainment of the objects of the Company or any of them.

PROVIDED THAT:-

(i) Sandwell Community Information & Participation Service Limited shall at all times be committed to implementing its Equal Opportunities policy which shall extend to all of the services it provides as well as to its employment policies. In order to achieve equality of opportunity in all areas of its work, Sandwell Community Information & Participation Services Limited. commits itself to giving equal access to all sections of the membership and no person shall receive less favourable treatment than another because of his/her colour, creed, ethnic or national origin, politics, disability, age, sex, marital status, sexuality, Trade Union activity or responsibility for dependents.

This policy also applies to potential as well as actual members/volunteers/workers and relates to all aspects of employment including recruitment, pay terms and conditions of service, promotion, training, transfer, grievance, disciplinary procedures and service delivery and also to arrangements made for working in Sandwell Community Information & Participation Service Limited.

All tenant members/workers are to reflect and promote Equal Opportunities in all Sandwell Community Information & Participation Services Limited fields of work.

(ii) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(iii) The objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.

(iv) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards such property, the Governing Body of the Company shall be chargeable for any such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would have been, as such Governing Body, if no incorporation had been affected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Governing Body but they shall as regards any such property be jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company, whenceso ever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bond or otherwise howsoever by way of profit to the members of the Company, and no members of its Governing Body shall be appointed to any office of the Company, paid a salary or fees or received any remuneration or other benefits in money or money's worth from the company.

Provided that nothing herein shall prevent the payment, in good faith, by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Governing Body) for any services rendered to the Company.
- (b) of interest on money lent by any member of the Company of its Governing Body at a rate per annum not exceeding 2 per cent less than the base lending rate for the time prescribed by the Lloyds Bank plc.
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or its Governing Body.
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Governing Body may be a member holding not more than a one hundredth part of the capital of that company.
- (e) to any member of the Governing Body of reasonable out of-pocket expenses.

5. The liability of the members is limited.

6. Every member group of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while it is a member or within a year after it ceases to be a member for payment of the Company's Debts and liabilities contracted before it ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

7. If, upon the winding or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects the same as, or similar to, the objects of the Company, and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof; such institution(s) to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to this last provision, then to some other charitable object as near as may be to that of the Company.

Signatures, Names and Addresses of Subscribers

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Dated;

Witness to the above Signatures:

Name: Ms. Janice Macmillan

Address: 106 Lancaster House, Oldbury Road, Rowley Regis, Warley, West Midlands B65

Occupation: Development and Information Officer