

Company Number: 163099

Charity Number: 218992

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

Memorandum

and

Articles of Association

of

The Royal Leicestershire, Rutland and Wycliffe Society for the Blind

(as altered pursuant to a Resolution on the 15th October 2005)

Incorporated on 11th June 1974

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The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
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Memorandum of Association of

The Royal Leicestershire, Rutland and Wycliffe Society for the Blind

As altered following a Special Resolution passed on the 9th day of April 2002.

NAME

1. The name of the Company is "THE ROYAL LEICESTERSHIRE RUTLAND AND WYCLIFFE SOCIETY FOR THE BLIND" (hereinafter referred to as "the Society"). The Society will also use the trademark "VISTA" or such other trade marks as the Society may from time to time employ.

REGISTERED OFFICE

2. The registered office of the Society is situated in England and Wales.

OBJECTS

3. The objects for which the Society is established are to relieve Blind Persons (which expression shall include partially sighted persons) and in particular blind persons in the City of Leicester, the Leicestershire and Rutland.

POWERS

4. The Society has the following powers, which may be exercised only in promoting the Objects:

- a. To take over the property, assets and affairs, and undertake all or any of the liabilities of the incorporated association called "The Wycliffe Society for Helping the Blind" whose registered office was at Margaret Road, Gwendolen Road, Leicester so far as the same may lawfully be transferred to the Society.
- b. To provide advice to blind persons.
- c. To publish or distribute information.
- d. To co-operate with other bodies.
- e. To support, administer or set up other charities.

- f. To acquire or hire property of any kind.
- g. To sell, improve, manage, develop, exchange, lease, underlet, sub-let, dispose of, turn to account or otherwise deal with all or any part of the property and rights for the time being of the Society (but only in accordance with the restrictions imposed by the Charities Act 1993).
- h. To borrow and raise money for the purposes of the Society upon such terms and on such security as may be determined, and for that purpose to mortgage, charge and encumber the whole or any part of the property of the Society (but only in accordance with the restrictions imposed by the Charities Act 1993).
- i. To raise funds (but not by means of taxable trading).
- j. To carry on business of any kind in any sphere in which blind persons can be employed.
- k. To provide employment or occupation for blind persons to enable them to earn a livelihood and maintain themselves, and to sell the produce of such employment or occupation.
- l. To employ blind persons when practicable at such rates as the Committee shall from time to time determine.
- m. To make grants or loans of money and to give guarantees.
- n. To provide instruction for blind persons in any profession, industrial art or trade or other mode of employment suited to them, and also in reading, writing, music and other arts and recreations and any educational subject: to provide and supply materials, books, tools, instruments and other apparatus suitable for the purpose aforesaid.
- o. To support a library consisting of books in various systems of relief printing, magnetic tape or other recording.
- p. To assist by donations or subscriptions, any charitable societies or institutions in the benefits of which blind persons may participate.
- q. To set aside funds for special purposes or as reserves against future expenditure.
- r. To deposit or invest funds in any manner (but only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification).

- s. To delegate the management of investments to a financial expert, but only on terms that:
- i. The investment policy is set down in writing for the financial expert by the Trustees.
 - ii. Every transaction is reported promptly to the Trustees or the Society's Honorary Treasurer on their behalf.
 - iii. The performance of the investments is reviewed regularly with the Trustees.
 - iv. The Trustees are entitled to cancel the delegation arrangement at any time.
 - v. The investment policy and the delegation arrangement are reviewed at least once a year.
 - vi. All payments due to the financial expert are on a scale or at a level, which is agreed in advance, and are notified promptly to the Trustees on receipt.
 - vii. The financial expert must not do anything outside the powers of the Trustees.
- t. To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- u. To amalgamate with any other institution or association having objects altogether or in part similar to those of this Society.
- v. To erect, construct, maintain, enlarge, alter, improve, adapt and furnish, with all necessary fixtures, furniture, apparatus, machinery, appliances, conveniences and accommodation, any houses, buildings or property, as to provide necessary or convenient accommodation, for the instruction and employment of blind persons to assist them, for the business and other objects and purposes of the Society, and for dwelling-houses, residences or apartments for blind persons,
- w. To undertake and execute any trusts or any agency business which is directly or indirectly conducive to any of the objects of the Society.

- x. To take all steps, whether by personal or written appeals, public meetings or otherwise which may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society, in the shape of donations, annual subscription or otherwise.
- y. To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- z. To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not be extended to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Society.
- aa. To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of the employees of the Society and their spouses and other dependants.
- bb. To engage or employ such persons (whether as employees, consultants, advisors or howsoever) as may be requisite to the promotion of the objects of the Society and on such reasonable terms and at such reasonable remuneration as the Trustees may think fit.
- cc. To enter into contracts to provide services to or on behalf of other bodies
- dd. To establish subsidiary companies to assist or act as agents for the Society.
- ee. To do anything else within the law which promotes or helps to promote the Objects.

BENEFITS TO MEMBERS AND TRUSTEES

5. The income and property of the Society shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no director shall be appointed to any office of the company paid by salary or fees or receive

any remuneration or other benefit in money or money's worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society:

- a. Of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a director;
 - b. Of interest on money lent by any member of the Society or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
 - c. Of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a member holding not more than 1/100th part of the issued capital of that company;
 - d. Of reasonable and proper rent for property demised or let by any member of the Society or a director;
 - e. To any director of reasonable out-of-pocket expenses;
 - f. Of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the director in their capacity as directors of the Society.
6. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
- a. Declare an interest at or before discussion begins on the matter;
 - b. Withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - c. Not to be counted in the quorum for that part of the meeting;
 - d. Withdraw during the vote and have no vote on the matter.

7. This clause may not be amended without the prior written consent of the Charity Commission.

LIMITED LIABILITY

8. The liability of members is limited.

GUARANTEE

9. Every member of the Society promises, if the Society is dissolved while he or she remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor is a member.

DISSOLUTION

10. If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- a. By transfer to one or more other bodies established for exclusively charitable purposes with the same or similar Objects;
- b. Directly for the Objects or charitable purposes with the same or similar Objects;
- c. In such other manner consistent with the charitable status as the Charity Commission approve in writing in advance;

11. A final report and statement of accounts must be sent to the Commission.

INTERPRETATION

12. Words and expressions defined in the Articles have the same meanings in this Memorandum.

13. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

14. In the interpretation of these Memoranda and of the Articles of Association the following words and expressions shall have the following meanings unless such meanings be inconsistent with the subject or context, viz:-

“The Act” means the Companies Acts 1985 and 1989.

“AGM” means Annual General Meeting.

“EGM” means Extraordinary General Meeting.

“These Articles” means these Articles of Association.

“Area of benefit” means the City of Leicester, Leicestershire, and Rutland.

“The Commission” means the charity Commission.

“Chairman” means the chairman of the Trustees.

“The Society” means the company governed by these Memorandum and Articles.

“Charity Trustee” has the meaning prescribed by Section 97(1) of the Charities Act 1993.

“Clear Day” means 24 hours from midnight following the relevant event.

“Financial Expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.

“Material benefit” means a benefit, which may not be financial but has a monetary value.

“Member” or “Membership” refers to membership of the Society.

“Memorandum” means the Society’s Memorandum of Association.

“Month” means calendar month.

“Year” means calendar year.

“The Objects” means the Objects of the Society as defined in Clause 3 of the Memorandum.

“Trustee” means a director of the Society and “Trustees” means all of the directors.

“Written” or “in writing” refers to a legible document on paper, including a fax message, Braille, Large Print or an audiotape.

“The Committee” means the Executive Committee hereby constituted.

Words importing the singular number only shall include the plural number, and vice versa,

Words importing the masculine gender only shall include the feminine gender.

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ARTICLES OF ASSOCIATION

OF

The Royal Leicestershire, Rutland and Wycliffe Society for the Blind

MEMBERSHIP

1. The number of members with which the Society proposes to be registered is unlimited.
2. The Society must maintain a register of members.
3. Membership of the Society is open to any individual interested in promoting the Objects who:
 - a. Is registered as being blind or partially sighted in the city of Leicester, or Leicestershire or Rutland, or is deemed suitable to be a member by the Trustees, or the President for the time being of the Society;
 - b. Such other persons as shall be invited by the Committee to become members of the Society;
 - c. Applies to the Society in the form required by the Trustees;
 - d. Is approved in accordance with policy set by the Trustees;and
 - e. Signs the Register of members or consents in writing to become a member personally.
4. The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
5. Membership is terminated if the member concerned:
 - a. Gives written notice of resignation to the Society;
 - b. Dies;or

c. Is removed from membership by resolution of the Trustees, by simple majority vote, on the ground that in their reasonable opinion the member's continued membership is harmful to the Society (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 28 clear days after receiving notice).

6. Membership of the Society is not transferable.

GENERAL MEETINGS

7. Members are entitled to attend general meetings personally. General meetings are called on at least 21 days written notice specifying the business to be discussed.

8. There is a quorum at a general meeting if the number of members personally present is at least twenty.

9. The President or in his absence the Chairman of the Committee shall be entitled to take the chair at General Meetings. If the President or Chairman of the Committee is unable or unwilling to do so, the meeting shall appoint its own Chairman.

10. Except where otherwise provided by the Act, every issue is decided by a simple majority of the votes cast.

11. Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.

12. A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

13. The Society must hold an AGM in every year which all members are entitled to attend.

14. The business to be transacted at the AGM shall be:

- a. To receive the accounts of the Society for the previous financial year;
- b. To receive the Trustees' report on the Society's activities since the previous AGM.
- c. To accept the retirement of those Trustees who wish to retire;

- d. To elect trustees to the Committee.
 - e. To confer on any individual the honorary title of Patron, President or Vice-President of the Society.
 - f. To appoint an Auditor of the accounts of the Society.
 - g. To discuss and determine any issues of policy or deal with any other business of the Society put before the meeting.
15. Any general meeting which is not an AGM is an EGM.
16. An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 10% of members or 200 members whichever is greater.
17. At any General Meeting, unless a poll is demanded by at least five members of the Society, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Society shall be conclusive evidence of the fact.
18. No person shall vote on any matter in which he is pecuniarily interested.
19. Any supporters of the Society (not being members of the Society) as the Committee may prescribe, shall be entitled to be present and speak at any General Meeting but shall not have any right to vote.

THE TRUSTEES

20. The Trustees as charity Trustees and Directors of the Company, have control of the Society and its property and funds.
21. The Committee of Trustees when complete shall consist of at least ten and not more than fifteen individuals, all of whom must be members aged under 70 years at the date of appointment.
22. Every Trustee must sign a declaration of willingness to act as a charity Trustee of the Society before he or she is eligible to vote at any meeting of the Trustees.
23. At the Annual General Meeting in every year, one third of the members of the Committee shall retire and their successors shall be elected. Retiring members shall be eligible for re-election for up to a maximum 9 years.
24. Subject to the provisions of Clauses 23 and 32g, a Trustee may be appointed for one further period of 3 years subject to a majority vote by Trustees and ratification at an Annual General Meeting. A Trustee who

stands down in accordance with Clause 23 and 24 is not eligible to stand for re-election until one year has elapsed.

25. Any Trustee may, by notice in writing, resign from office at any time.

26. In the event of any vacancy occurring in the Committee by death, resignation, absence or otherwise, Trustees have power to fill the vacancy. If the number of members of the Committee falls below ten, they shall fill such vacancy as soon as possible, from amongst the members of the Society, and the person so elected shall hold office until the next Annual General Meeting.

27. The Committee may act in spite of any vacancy.

28. There shall be a President of the Society. The President shall be elected by the members of the Society in General Meeting, and shall hold office for the period for which he is elected.

29. The Society may appoint Patrons.

30. There may be one or more vice-presidents of the Society, who need not be members of the Society, and who shall be appointed at the Annual General Meeting, and shall hold office for the period for which they are elected.

31. There shall be a Treasurer of the Society. The Treasurer shall be appointed at the Annual General Meeting. The Committee may fill any vacancy arising from any cause in the office of Treasurer, and a Treasurer so appointed shall only hold office until the next Annual General Meeting.

32. A Trustee's term of office automatically terminates if he or she:

- a. Is disqualified under the Charities Act 1993 from acting as a charity trustee;
- b. Is incapable, whether mentally or physically, of managing his or her own affairs;
- c. Is absent from Committee meetings for six consecutive calendar months.
- d. Ceases to be a member;
- e. Resigns by written notice to the Trustees (but only if at least two Trustees remain in office);

or

f. Is removed by resolution by at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Trustees concerned and considered the matter in the light of any such views.

g. Reaches the age of 75.

33. The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds offices only until the next AGM.

34. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

PROCEEDINGS OF TRUSTEES

35. The Trustees must hold not less than six meetings each year.

36. A quorum at a meeting of Trustees is four Trustees.

37. The Chairman or (if the Chairman or Deputy is unwilling or unable to do so) some other Trustee chosen by the Trustees present presides at each meeting.

38. Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

39. Except for the Chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

40. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

POWERS OF THE TRUSTEES

41. The Trustees have the following powers in the administration of the Society:

a. To appoint a Chief Executive to act as Secretary to the Society in accordance with the Act.

b. To appoint (and remove) a Chairman, Treasurer or other honorary officers from among their number;

- c. To institute and carry on or discontinue any legal proceedings in the name of the Society, or of any of its officers or servants, for the recovery of any debts or demands claimed by or on behalf of the Institution, or for the assertion of any actual or supposed rights or privileges of the Society, and to defend any legal proceedings commenced against the Society, or against any of its officers or servants, and to pay out of the funds of the Society any costs and charges incurred in connection with such legal proceedings.
- d. To delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two members of each committee must be a Trustee, one of whom must chair the meeting, and all proceedings of committees must be reported to Trustees at the next Committee meeting);
- e. To make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings;
- f. To make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- g. To make Regulations consistent with Memorandum, these Articles and the Act to govern the administration of the Society and the use of its Seal;
- h. To establish procedures to assist the resolution of disputes within the Society;
- i. To exercise any powers of the Society which are not reserved to a general meeting;
- j. To employ paid staff as they deem necessary consistent with Memorandum, these Articles and the Act;
- k. And generally do all things necessary or expedient for the due conduct of the affairs of the Society not herein otherwise provided.

42. The Society took over the property, assets and affairs and undertook all or any of the liabilities of The Wycliffe Society for Helping the Blind (Incorporated) pursuant to an Agreement made between The Wycliffe Society for Helping the Blind (Incorporated) and the Society and dated the sixth day of March 1973.

RECORDS AND ACCOUNTS

43. The Trustees must comply with the requirement of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the commission of:

- a. Annual reports;
- b. Annual returns;
- c. Annual statements of account.

44. The Trustees must keep proper records of:

- a. All proceedings of general meetings;
- b. All proceedings at meetings of Trustees;
- c. All reports of committees; and
- d. All professional advice obtained.

45. Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

46. A copy of the Society's latest available statement of account must be supplied on request to any Trustees or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

47. The Society is established for the purposes expressed in the Memorandum of Association.

48. There shall be an Auditor of the Society. He shall be appointed by the Society in General Meeting, either at a salary or not, in each year, and shall hold office for one year. Every Auditor shall be a registered auditor and a member of a chartered or incorporated body of public accountants. No member of the Committee, or any officer of the Society, shall be capable of acting as Auditor. A retiring Auditor may be re-elected. If a vacancy occurs in the office of Auditor between two Annual Meetings, a person shall be appointed by the Committee to fill the post during the remainder of that year.

SEAL

49. The Committee shall procure a Common Seal to be made for the Society, and shall, as soon as the same is received, provide for the safe

custody thereof. The seal shall not be affixed to any document except by the authority of a resolution of the Committee, and in the presence of the Chief Executive Officer, who shall sign or attest the execution of any document to which the seal shall be so affixed.

NOTICES

50. Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.

51. The only address at which a member is entitled to receive notices is the address shown in the register of members.

52. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- a. Twenty four hours after being sent by electronic means or delivered by hand to the relevant address;
- b. Two clear days after having been sent by first class post to that address;
- c. Three clear days after having been sent by second class post or overseas to that address;
- d. On the date of publication of a newspaper containing that notice
- e. On being handed to the member personally or, if earlier,
- f. As soon as the member acknowledges actual receipt.

53. A technical defect in the giving of notice of a meeting of which the Trustees are unaware at the time does not invalidate decisions taken at the meeting.

DISSOLUTION

54. The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here.

INTERPRETATION

55. The interpretations contained in the Memorandum take effect as though repeated here.