

**TONBRIDGE & MALLING LEISURE TRUST**  
**KEY PROVISIONS OF MEMORANDUM AND ARTICLES OF ASSOCIATION**

Clause/Articles	Instructions Required
<b>Name</b>	<p>The proposed name for the new charity is “Tonbridge and Malling Leisure Trust”.</p> <p>NB: There is no need to include the word “Limited” in the name of the company as this will be a charity and there is an “exemption” under the Companies Acts in these circumstances.</p>
<b>Objects</b>	<p>These must be exclusively charitable and based on recognised charitable purposes.</p> <p>The objects clause is set out below:</p> <ul style="list-style-type: none"> <li>• to provide or assist in the provision of both indoor and outdoor facilities in the interests of social welfare for recreation or other leisure time occupation of individuals who have need of such by reason of their youth, age, infirmity or disability, financial hardship or social circumstances with the object of improving their conditions of life; and/or</li> <li>• to promote community participation in healthy recreational activities;</li> <li>• to provide or assist in the provision of community facilities to be available to all sections of the community without distinction, including use for meetings, lectures and classes and/or other forms of recreation and leisure time occupation with the object of improving the conditions of life for all those who use the facilities;</li> <li>• to develop the capacity and skills for those members of the community who are socially and/or economically disadvantaged in such a way as to enable them to identify, and help meet, their needs and to participate more fully in society;</li> <li>• to provide or assist in the provision of a museum and/or art gallery;</li> <li>• to provide or assist in the provision of a library or library service;</li> <li>• pursue such other charitable purposes consistent with the above as the Trustees in their absolute discretion shall determine (together the “Objects”).</li> </ul>
<b>Powers</b>	The articles set out a comprehensive set of powers to enable the charity to fulfil its charitable objects.
<b>Liability</b>	The company has limited liability.
<b>Guarantee</b>	The members’ liability is capped at £1.
<b>Non Distribution</b>	There is a prohibition on distributing profits.

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<b>Winding up</b>	In the event of the winding up of the company, any residual assets will not be distributed to members but given or transferred to another charitable organisation with similar objects.
<b>Membership</b>	The membership of the charity is restricted to the Trustees only.
<b>General Meetings</b>	<p>The articles set out the procedure for the calling and conduct of member meetings.</p> <p>These are principally regulated by the Companies Acts.</p> <p>The quorum for meetings is fixed at three or one third.</p>
<b>Trustees</b>	<p>The board is fixed at a minimum of three and maximum of eleven and the board composition is as follows:</p> <ul style="list-style-type: none"> <li>• One employee trustee</li> <li>• Up to two local authority trustees</li> <li>• Up to eight community trustees</li> </ul>
<b>Election and Retirement of Trustees</b>	<p>The first employee trustee will be selected by the SMT and appointed for a two year period.</p> <p>The SMT will discuss and agree with the board the selection arrangements for future employee trustees.</p> <p>The local authority trustees will be selected and appointed by the local authority for such period as the authority determines.</p> <p>The first community trustees will be selected following the trustee recruitment process. Future trustees should be selected following an equally rigorous selection process.</p>
<b>Disqualification and Removal of Trustees</b>	<p>Trustees can resign at any time by giving written notice.</p> <p>There are also circumstances in which a Trustee will be automatically disqualified from acting eg if he or she is incapable due to mental illness or is otherwise disqualified from acting as a Trustee/director.</p> <p>In addition, the articles will provide the power for the other Trustees to remove a Trustee.</p>
<b>Retirement</b>	The Community Trustees are required to retire by rotation. This means that every year one third of the board is required to retire. This requirement will not apply for the first three years following the start date of the new arrangements.
<b>Proceedings at Trustee meetings</b>	<p>The Trustees are required to meet at least four times per year.</p> <p>The quorum is fixed at three or one third.</p> <p>All decisions are made by a majority vote.</p>