

THE ASSOCIATION OF WOODTURNERS OF GREAT BRITAIN

A Company Limited by Guarantee

Company Number: 8135399

Registered Charity Number:

HMRC Reference:

[Article 5.1 amended by Special Resolution dated 12 December 2012 with consent of the Charity Commission dated 7 December 2012]

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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

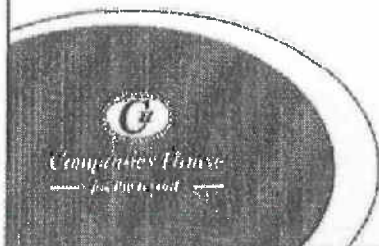
Company No. 8135399

The Registrar of Companies for England and Wales, hereby certifies that

**THE ASSOCIATION OF WOODTURNERS OF GREAT
BRITAIN**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on 9th July 2012



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Companies Acts 1985 to 2006

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

of

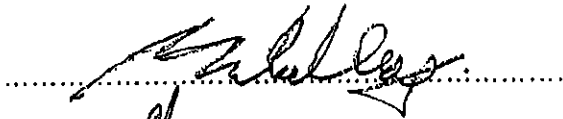
The Association of Woodturners of Great Britain

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.

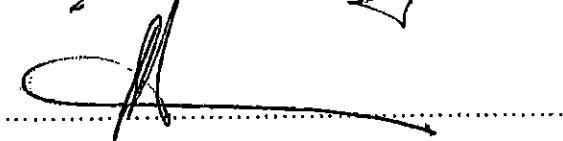
Name of each subscriber

Authentication by each subscriber

MICHAEL DICKLEY-COLLAS



DAVID WILLIAM ATKINSON



REG HAWTHORNE



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Date 4th JULY

2012

The Companies Acts 1985 to 2006

Company Limited by Guarantee

ARTICLES OF ASSOCIATION OF

The Association of Woodturners of Great Britain

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APPENDIX – Specimen Ballot Paper

1. **NAME**

The name of the Charity is **The Association of Woodturners of Great Britain**.

2. **REGISTERED OFFICE**

The registered office of the Charity is to be situated in England.

3. **LIMITED LIABILITY**

The liability of Members is limited.

4. **GUARANTEE**

Every Member promises, if the Charity is dissolved while he is a Member or within 12 months after he ceases to be a Member, to contribute such sum (not exceeding £1) as may be demanded of him towards the payment of debts and liabilities of the Charity incurred before he ceased to be a Member, and of the costs, charges and expenses of winding-up, and the adjustment of the rights of the contributories among themselves.

5. **OBJECTS**

5.1 The Charity's objects (the Objects) are specifically restricted to the following:-

5.1.1 To promote the craft of woodturning for the public benefit and in doing so raise appreciation of the creativity, skill and heritage of woodturning;

5.1.2 To advance the education of the public in the craft and skill of woodturning.

5.2 Article 5.1 may be amended by special resolution, but only with the prior written consent of the Commission.

6. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 6.1 to arrange and provide meetings, lectures, classes, competitions, seminars, exhibitions and training courses, or to join with other bodies in doing so
- 6.2 to provide guidance, advice or information;
- 6.3 to encourage and establish educational facilities for woodturning, training standards for education in woodturning, and accreditation for tutors of woodturning;
- 6.4 to promote and carry out research, surveys and investigations, and to publish the useful results;
- 6.5 to collect and disseminate information on all matters affecting the Objects, and exchange such information with other bodies having similar aims whether in the United Kingdom or overseas;
- 6.6 to cause to be written and reproduced and circulated, whether free of charge or otherwise, papers, books, pamphlets, periodicals, newsletters, or other documents; or films or other media in any format (whether audio or visual); and to operate websites and otherwise to use the Internet and other means of communication;
- 6.7 to foster awareness of the craft of woodturning among the general public, educational bodies, museums, galleries, architects, conservators, the building trades, and other interested parties
- 6.8 to inform and collaborate with suppliers of timber and other material used in woodturning, and the manufacturers of equipment and supplies for woodturners, about the needs of woodturners;
- 6.9 to provide and encourage the provision of apprenticeships, scholarships and education grants for young people, disabled people, unemployed people and others likely to benefit from training in woodturning;
- 6.10 to co-operate with other bodies;
- 6.11 to support, administer or set up other charities;

- 6.12 to establish or support any local branches, charities, associations or institutions formed for any of the charitable purposes included in the Objects;
- 6.13 to acquire, merge with or enter into any partnership or joint venture or other arrangement with any other charity formed for any of the charitable purposes included in the Objects or similar objects in support of craft skills;
- 6.14 to accept gifts and to raise funds (but not by means of **taxable trading**);
- 6.15 to borrow money;
- 6.16 to give security for loans or other obligations (but only in accordance with the restrictions imposed by the **Charities Act**);
- 6.17 to acquire or hire property of any kind;
- 6.18 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 6.19 to set aside funds for special purposes or as reserves against future expenditure;
- 6.20 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a **financial expert** as the **Trustees** consider necessary and having regard to the suitability of investments and the need for diversification);
- 6.21 to delegate the management of investments to a financial expert, but only on terms that:
 - 6.21.1 the investment policy is set down **in writing** for the financial expert by the Trustees;
 - 6.21.2 timely reports of all transactions are provided to the Trustees;
 - 6.21.3 the performance of the investments is reviewed regularly with the Trustees;
 - 6.21.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 6.21.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 6.21.6 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; and

- 6.21.7 the financial expert must not do anything outside the powers of the Charity;
- 6.22 to arrange for investments or other property of the Charity to be held in the name of a **nominee company** acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
- 6.23 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as **custodian**, and to pay any reasonable fee required;
- 6.24 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 6.25 to arrange and endorse insurance arrangements beneficial to woodturners and woodturning groups (but not to act as an insurer)
- 6.26 subject to Article 12.4, to employ paid or unpaid agents, staff or advisers;
- 6.27 to enter into contracts to provide services to or on behalf of other bodies;
- 6.28 to establish or acquire subsidiary companies;
- 6.29 to lend money with or without security, at interest or interest-free to Members, subsidiary companies, Affiliated Branches and Associated Clubs;
- 6.30 to lend equipment to subsidiary companies, Affiliated Branches, Associated Clubs, schools and other bodies, and individuals (whether or not Members);
- 6.31 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity.
- 6.32 to do anything else within the law which promotes or helps to promote the Objects.

7. THE TRUSTEES

- 7.1 The Trustees as **charity trustees** have control of the Charity and its property and funds.
- 7.2 The subscribers to the **Memorandum** (being the first **Members**) are also the first Trustees. They shall procure the appointment of further Trustees from among the

members of the executive committee of the **Former AWGB**, subject to Article 7.4, who shall hold as nearly as possible the officer and trustee positions they held in the Former AWGB. Their respective terms of office shall be as follows:-

7.2.1 members of the executive committee of the **Former AWGB** who were Regional Representatives shall be trustees for the remainder of their periods of office in the Former AWGB;

7.2.2 all the other first Trustees and further Trustees shall be divided by lot into four groups (as nearly equal in number as possible, but the larger groups being the later groups). The first group shall hold office until the AGM of the Charity in 2013, the second until the AGM in 2014, the third until the AGM in 2015 and the fourth until the AGM in 2016.

Subsequent Trustees are appointed by the means described in Article 7.5.

7.3 The Trustees when complete consist of at least eleven persons. At the inception of the Charity, and in accordance with Articles 7.2 and 8.7, the Trustees shall comprise:

7.3.1 Six General Trustees

7.3.2 Four Regional Representatives

7.3.3 The Executive President

If the number of Trustees falls below three, the Trustees then in office shall not act except to co-opt additional Trustees to fill vacant positions under Article 8.8.

7.4 A Trustee may not act as a Trustee unless he is an individual and :

7.4.1 is a Member; and

7.4.2 is over the age of 18, and

7.4.3 has signed a written declaration of willingness to act as a charity trustee of the Charity.

7.5 Any person who is qualified to act as a Trustee under Article 7.4 and is permitted by law to be a trustee may be appointed to be a Trustee:

7.5.1 by being initially appointed in accordance with Article 7.2

- 7.5.2 by being elected by a ballot (or, if there is no election, by being duly appointed) in accordance with Article 18
- 7.5.3 by being appointed by the Executive as the Executive President under Article 8.7
- 7.5.4 by being co-opted under Article 8.8

and not by any other means

7.6 A Trustee's term of office as such automatically terminates if he:

- 7.6.1 ceases to be Member
- 7.6.2 is disqualified under the Charities Act from acting as a charity trustee;
- 7.6.3 is incapable, whether mentally or physically, of managing his own affairs;
- 7.6.4 is absent without permission of the Executive from three consecutive meetings of the Executive and is given written notice by a majority of the other Trustees requiring his resignation;
- 7.6.5 resigns by written notice to the Executive (but only if at least two Trustees will remain in office); or
- 7.6.6 is removed by the Members at a general meeting under the Companies Act.

8. **APPOINTMENT OF TRUSTEES AND OFFICERS**

The Executive and Officers

- 8.1 When meeting together (including a meeting held by electronic means under Article 9.3) or acting as a body the Trustees are referred to as "the Executive"
- 8.2 Four Trustees shall be Officers, being
 - 8.2.1 the Chairman,
 - 8.2.2 the Vice Chairman, who shall depute for the Chairman in his absence

- 8.2.3 the Secretary, with such duties as are given to him under these Articles or by direction of the Trustees and
- 8.2.4 the Treasurer, who shall have day-to-day supervision of the financial affairs of the Charity
- 8.3 The Officers shall be chosen from among themselves by the Trustees. The Chairman shall not hold that office for more than four years without a break of at least one year, but may continue to be a Trustee or hold another Honorary Office during that break.
- 8.4 The Executive shall include **Trustees** who are **Regional Representatives**. The Trustees who are not Regional Representatives are called "**General Trustees**."
- 8.5 The Trustees who are **Regional Representatives** shall be elected for a period of two years by **ballot** of the Members of all Affiliated Branches within the relevant Region, so that as nearly as possible half (or the next whole number above half) of the Regions elect their **Regional Representatives** in one year and the other Regions elect their **Regional Representatives** in the next year. **Regional Representatives** may be re-elected. Articles 18.1 and 18.2 apply to the election of Regional Representatives.
- 8.6 **General Trustees** shall be elected for a period of four years by **ballot** of the Members of the Charity, so that as nearly as possible one quarter (or the next whole number above a quarter) of the General Trustees retire by rotation in each year. The General Trustees who retire by rotation shall be those who have held office longest since last being elected as General Trustees. General Trustees may be re-elected. Articles 18.3 and 18.4 apply to the election of General Trustees.
- 8.7 The Executive shall appoint a Member of the Charity from outside the Executive, who has not been elected as a Regional Representative or General Trustee and who is eligible under Article 7.4 to be the Executive President, who shall on appointment (as soon as he has signed the declaration of willingness to act as a charity trustee of the Charity under Article 7.4.3) become a Trustee and hold office for three years. The Executive President may be reappointed.

Co-option of Trustees

- 8.8 The Executive may at any time co-opt any individual who is eligible under Article 7.4 as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next Annual General Meeting. If the vacancy is that of

