**From the Memorandum and Articles**

**General structure**

1. The structure of the company consists of:-

(a) The MEMBERS - comprising Ordinary Members (who have the right to attend the annual general meeting (and any general meeting) and have important powers under of the articles of association and the Companies Acts; in particular, the ordinary members elect people to serve as directors and take decisions in relation to changes to the articles themselves), the Associate Members and the Junior Members; and

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

**Qualifications for membership**

2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 3 to 10.

3. **Full** membership shall (subject to articles 6 and 8) be open to any person aged 18 years or over who:

(a) is ordinarily resident in the Community (as defined in the memorandum of association of the company – i.e. with an address in PH39);

(b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and

(c) supports the objects and activities of the company.

An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of this article.

4. **Associate** Membershipshall (subject to articles 7 and 9) be open to those individuals who are not ordinarily resident in the Community and those organisations wherever located that support the Purposes. Associate Members are neither eligible to stand for election to the Board nor to vote at any general meeting.

5. **Junior** Membershipshall (subject to articles 7 and 9) be open to those individuals who are aged between 5 and 17 and who support the aims and activities of the Company. Junior Members are neither eligible to stand for election to the Board nor to vote at any general meeting.

6. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

**Application for membership**

7. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription.

8. The directors may, at their discretion, refuse to admit any person to membership if they do not meet the membership criteria.

9. The directors shall consider each application for membership at the first directors’ meeting which is held after receipt of the application.

10. The directors shall, within a reasonable time after a meeting of the directors at which an application for membership is considered, notify the applicant of their decision on the application; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 5.

**Minimum number of members**

11. The minimum number of members is 20; in the event that the number of members falls below 20, the directors may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.

12. For the avoidance of doubt, a [100%] majority of the members of the company [(i.e. all of the members of the company)] the majority of members will, at all times, be those persons ordinarily resident in the community eligible under article 3 (individuals ordinarily resident in the Community).

**Membership subscription**

13. Members shall require to pay such annual membership subscription, if any, as may be determined by ordinary resolution from time to time.  Unless and until so determined, the amount of the annual membership subscription shall be **nil**.

14. The annual membership subscriptions, if due, shall be payable on or before (date to be decided) in each year.

15. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.

16. If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her from membership.

17. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

**Members’ Liability**

18. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company’s assets should it be wound up while he/she is still a member or within one year after he/she ceases to be a member, for payment of the Company’s debts and liabilities, contracted before he/she ceases to be a member.

**Register of members**

19. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

**Withdrawal from membership**

20. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

**Expulsion from membership**

21. Any person may be expelled from membership by special resolution (see article 31), providing the following procedures have been observed:-

(a) at least 21 days’ notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

#### Termination/transfer

22. Membership shall cease on death

23. A member may not transfer his/her membership to any other person.

Any Ordinary Member can be nominated for election as a Director. All Ordinary Members of the Trust shall have one vote in the initial election of Directors (postal). Elected Directors must be Ordinary Members of the Trust. All Ordinary Members of the Trust shall have one vote at general meetings including elections of Directors at Annual General Meetings.