

THE COMPANIES ACT 2006

COMPANY NOT HAVING SHARE CAPITAL

Memorandum of Association

of

HASLEMERE VISION LTD

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(s) of Subscriber(s)

RICHARD OLDHAM

STEWART BROWN

MATTHEW BOWCOCK

LESLEY BANFIELD

Dated: 25 February 2013

PRIVATE COMPANY NOT HAVING SHARE CAPITAL

Articles of Association

of

HASLEMERE VISION LTD

Purposes

1. The Company is established for the purposes of:

- (a) assisting and enabling those who live or work in Haslemere and neighbouring villages to pool ideas and resources to create a vision of how they wish the town and the villages to develop and to prepare plans for the realisation of that vision;
- (b) assisting those who live or work in Haslemere and neighbouring villages to address issues of interest or concern in order to secure the long term viability of Haslemere and neighbouring villages as a centre for social, business and cultural activities and to maintain its particular character and heritage;
- (c) undertaking and delivering projects that preserve and enhance the well-being of those who live and/or work and/or play in Haslemere and neighbouring villages;
- (d) seeking to ensure that Haslemere and neighbouring villages are and continue to be places in which residents of all ages are free to live fulfilling lives within a community which welcomes diversity.

Defined terms

2. In the articles, unless the context requires otherwise:

"articles" means the company's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"board of directors"; and "directors" mean all those persons for the time being appointed to perform the duties of directors of the Company;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called;

"In writing" shall be taken to include references to writing, printing, email, photocopying, electronic transmission or other modes of representing or reproducing words in a visible form;

"ordinary resolution" has the meaning given in section 283 of the Companies Act 2006;

"secretary" means any person appointed to perform the duties of the Secretary of the Company.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Not-for-profit status

3. The income and property of the Company shall be applied solely towards the promotion of its purposes as set out in this Memorandum of Association and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise to the Members of the Company, provided that this shall not prevent any payment in good faith by the Company of:

- (a) interest on money lent by any Member or Director of the Company at a rate per annum not exceeding 2 per cent above the base lending rate of Barclays Bank or such other clearing bank as the Company may specify;
- (b) of reasonable and proper rent for premises demised or let by any Member or Director of the Company;
- (c) reasonable out-of-pocket expenses incurred by any Director wholly and exclusively in connection with the Company's business.

Liability of members

4. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,

- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Membership

5. The Management Committee may at its discretion admit into Membership of the Company:

- (a) >Individuals (aged 18 years or over) who have an interest in the issues and concerns of Haslemere and its surrounding area and who are prepared to support the purposes of the Company;
- (b) Any body corporate or unincorporated association which is interested in and committed to furthering the work of the Company and is prepared to sign up to the aims and objectives of the Company;
- (c) All or any of Haslemere Town Council, Surrey County Council and Waverley Borough Council.

The Management Committee may require members to pay an annual subscription or fee and may at its discretion determine the level of such subscription or fee.

6. Each Member which is a company, public authority or organisation shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the Member would exercise if it were an individual person. Such Members may also nominate an alternative individual to replace the appointed individual should they be unable to attend meetings or cease to be associated with the Member organisation.

Register of Members

7. The Company shall maintain a Register of Members in which shall be recorded the name and address of every Member and the dates on which they became a Member and on which they ceased to be a Member. Members shall notify the Secretary in writing within seven days of any change to their name or address.

8. Every Member shall be entitled to a copy of the Memorandum and Articles of Association of the Company at no charge and of any amendments subsequently made.

Affiliates

9. Individuals and organisations which support the purposes of the Company, but who do not qualify for or choose not to take up full membership, may be admitted as Affiliates. Affiliates shall be entitled to receive notice of, attend and speak at General Meetings of the Company, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as a Member for any other purpose of the Memorandum or Articles or of statute.

10. Affiliates shall enjoy such privileges as the Management Committee may consider appropriate, and may be required to pay an annual subscription or other fee at the discretion of the Management Committee.

Young people

11. The Company may consider mechanisms for involving the views of young people (under the age of 18 years) in the work of the Company, which may include a system of (non-voting) membership for young people.

Cessation of Membership

12. The rights and privileges of a Member shall not be transferable.

13. A Member shall cease to be a Member (and his or her rights and privileges as a Member shall be terminated) if that Member:

- (a) submits a written notice of resignation to the Secretary, such resignation to be effective upon receipt of that notice by the Secretary;
- (b) fails to pay an annual subscription within three months after its becoming due; or
- (c) is expelled for conduct prejudicial to the Company by the Management Committee, provided that any Member whose expulsion is proposed shall have the right to make representations to a meeting at which that conduct is to be considered.

Annual General Meetings

14. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. With the permission of the Chairman of the meeting members of the public shall be entitled to attend and speak at the Annual General Meeting, though only Members shall have voting rights.

15. >Every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within 18 months of incorporation, it need not be held in the year of incorporation nor in the following year.

16. The business of an Annual General Meeting shall comprise:

- (a) the consideration of the Report and Accounts presented by the Directors;
- (b) the election of three Honorary Officers and three further Directors of the Company from amongst the Membership, or the announcing of the results of the election if this has already taken place;
- (c) the election of other Management Committee members in accordance with Article 58 (b), or the announcing of the results of the election if this has already taken place;
- (d) the fixing of annual subscriptions;
- (e) the appointment and the fixing of the remuneration of the auditor or auditors;
- (f) such other business as may have been specified in the notices calling the meeting.

17. The election of Directors and Management Committee members shall be conducted annually in accordance with such procedures as the Management Committee may determine, provided that all Members of the Company shall be entitled to stand for election and to nominate other Members. >Election procedures may include election at the Annual General Meeting, or a postal ballot prior to the Annual General Meeting, or any other method which is considered democratic and effective.

Extraordinary General Meetings

18. The Directors may whenever they think fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall be convened by the Secretary on the receipt of a requisition signed by or on behalf of 10 per cent of the Members of the Company, as provided for in the Companies Acts.

Notices

19. All General Meetings shall be called by at least 21 clear days' notice. However, a General Meeting may be called with shorter notice if it is agreed as follows:

- (a) in the case of an Annual General Meeting, by all those entitled to attend and vote;
- (b) in the case of any other General Meeting, by at least 95 per cent of those entitled to attend and vote.

20. Notice of every General Meeting shall be given in writing to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be delivered personally or by electronic transmission or sent by post to each Member at the address recorded in the Register of Members and to other persons at their Registered Office. Notice of the Annual General Meeting shall also be published in the local press and the public advised of their right to attend.

21. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a proposal to remove the auditor or a Director, such resolution shall be specified in the notices calling that meeting. In the case of all other General Meetings the general nature of the business to be considered shall be included in the notices for the meeting.

22. Notice shall be deemed to have been served:

- (a) immediately on being handed to the Member personally;
- (b) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (c) two clear days after being sent by post to that address; or
- (d) immediately the Member acknowledges receipt if this is sooner than in accordance with (b) or (c) above.

23. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

24. Every Member whose subscriptions are paid to date shall have one vote on any question to be decided by a General Meeting. Votes may only be cast personally by individual Members and by the duly appointed representatives of Member companies, firms and organisations. Proxy voting is not permitted.

25. No business shall be transacted at a General Meeting unless a quorum of Members is present. Unless and until otherwise decided by a General Meeting, the quorum for General Meetings shall be ten Members.

26. If 30 minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Management Committee may decide and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The Members present at a meeting so adjourned shall constitute a quorum for that meeting only.

27. At every General Meeting the Chairman of the Company shall preside, but if she/he is not present 15 minutes after the time appointed for the commencement of the meeting the Vice-Chairman shall preside, and in the event of her/his absence the Members present shall choose one of their number to be Chairman of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

28. The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

29. Where a meeting is so adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

30. Decisions at General Meetings shall be made by passing resolutions:

- (a) Decisions involving an alteration to the Memorandum or Articles of the Company or the winding up of the Company, and other decisions so required from time to time by statute, shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than 75% of the votes that are cast.
- (b) Decisions to dispense with the requirement to hold Annual General Meetings, to re-appoint auditors annually, or to lay accounts before the Company in General Meeting shall be made by Special Resolution. Such Resolution once passed may be revoked by a subsequent Ordinary Resolution.
- (c) All other decisions shall be made by Ordinary Resolution, requiring a simple majority of the votes cast.

31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two Members or Members' representatives present. A secret ballot may not be demanded on any question concerning the selection of a Chairman for a meeting or on any question of adjournment.

32. Unless a secret ballot be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost, and an entry to that effect in

the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.

33. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairman directs, provided that each Member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

34. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.

35. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting shall have a second or casting vote.

36. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Honorary Officers

37. A Chairman, a Vice-Chairman and a Treasurer shall be elected by the Members from amongst their own number at the Annual General Meeting.

38. The Honorary Officers shall also serve as Directors of the Company during their continuance in office.

Board of Directors

39. The Company shall have a Board of Directors comprising the three Honorary Officers plus three other Directors, elected at the Annual General Meeting.

40. Directors shall serve until the end of the following Annual General Meeting following their election, but shall be eligible to be re-elected.

41. The office of a Director shall be vacated if she/he:

- (a) resigns her/his office in writing to the Company; or
- (b) ceases to be a Member of the Company; or
- (c) becomes bankrupt or is otherwise prevented by law from continuing as a company director; or

(d) is removed from office by Ordinary Resolution of the Company in General Meeting in accordance with the provisions of the Companies Acts.

42. The Management Committee may fill any casual vacancy occurring amongst the Board of Directors by appointing another Member to the vacant place.

Powers and Duties of the Board of Directors

43. The business of the Company shall be managed by the Board of Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Directors shall from time to time direct.

45. Without prejudice to their general powers, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

46. >A Director shall declare an interest in and shall not speak or vote in respect of any matter in which she/he has a material personal or financial interest or any connected matter.

47. Directors may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Directors or in connection with the business of the Company, but shall otherwise receive no remuneration.

Proceedings of the Board of Directors

48. >Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. The Directors shall always consider and make a decision upon any recommendation or request from the Management Committee as soon as possible after such recommendation or request has been received.

49. On the requisition of any Director, the Secretary shall summon a meeting of the Board of Directors by giving reasonable notice to all its members. ¶S

50. The quorum necessary for the transaction of the business of the Directors shall be three Directors.

51. At every meeting of the Directors the Chairman of the Company shall preside but, if she/he is not present 15 minutes after the time appointed for the commencement of the meeting, the Vice-Chairman shall preside, and in the event of her/his absence, the Directors present shall choose one of their number to be Chairman of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

52. Questions arising at any meetings shall be decided by a majority of votes, each Director present having one vote. ¶SIn the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

53. All acts done by any meeting of the Directors or by any person acting as a Director shall, even if it be afterwards discovered that there was some defect in the appointment of any Director or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

54. A resolution in writing, signed by all the Directors who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of

the Board of Directors, and may consist of several documents in the same form, each signed by one or more Directors.

55. The Directors shall cause accurate records to be made, in books provided for that purpose, of:

- (a) the name, details and date of appointment of all persons appointed to office;
- (b) the names of the Directors, Members and other persons present at all General, Directors' Meetings, Management Committee and Sub-Committee meetings of the Company;
- (c) minutes of all proceedings and resolutions at all General, Directors' Meetings, Management Committee and Sub-Committee meetings of the Company;
- (d) all applications of the Seal to any document.

Sub-Committees

56. The Directors may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Directors which regulations shall always include provision for regular and prompt reports to the Board of Directors.

Management Committee

57. The Company shall elect a Management Committee to supervise and guide the activities of the Company. In carrying out its functions, the Management Committee shall exercise such powers as are delegated to it by the Directors and may make any recommendations or requests to the Directors regarding matters that are beyond the scope of its delegated powers.

58. The Management Committee shall comprise:

- (a) the six Directors elected at the Annual General Meeting;
- (b) not less than three nor more than twelve other Members of the Company (including representatives of organisations that are Members), elected at the Annual General Meeting;
- (c) other persons co-opted by the Management Committee, provided that co-opted Management Committee members shall not comprise more than one-third of the total Management Committee.

59. At every Annual General Meeting, all Management Committee members shall retire from office. Retiring Management Committee members shall be eligible for re-election or further co-option.

60. The office of a Management Committee member shall be vacated if she/he:

- (a) resigns her/his office in writing to the Company; or
- (b) ceases to be a Member of the Company; or
- (c) is absent from all meetings of the Management Committee within a six month period without special leave of absence from the Management Committee and they pass a resolution that she/he has by reason of such absence vacated office, provided that any member to be so removed shall be first given the opportunity to make representations to the Management Committee; or
- (d) is removed from office by Ordinary Resolution of the Company in General Meeting.

61. Management Committee members may fill any casual vacancy occurring amongst their number by appointing another Member to the vacant place, provided the composition expressed in Article 58 is maintained. A casual vacancy shall exist when there are fewer elected Management Committee members than there were at the end of the preceding Annual General Meeting.

Remuneration and Disbursements

62. Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or in connection with the business of the Company, but shall otherwise receive no remuneration.

Proceedings of the Management Committee

63. The Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.

64. The quorum necessary for the transaction of the business of the Management Committee shall be six Management Committee members.

65. At every meeting of the Management Committee the Chairman of the Company shall preside, but if she/he is not present 15 minutes after the time appointed for the commencement of the meeting the Vice-Chairman shall preside, and in the event of her/his absence the Management Committee members present shall choose one of their number to be Chairman of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

66. Questions arising at any meetings shall be decided by a majority of votes, each Management Committee member present having one vote. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

67. A Management Committee member shall declare an interest in and shall not speak or vote in respect of any matter in which she/he has a personal material or financial interest or any connected matter.

68. >The Management Committee may at their discretion invite other persons to attend their meetings, with or without speaking rights, and without voting rights.

Secretary

69. The Directors shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.

70. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

71. If the Company should at any time acquire a Seal, it shall only be used by the authority of the Board of Directors and every instrument to which the Seal shall be

applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. Every such application of the Seal shall be minuted.

Accounts

72. The Directors shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

- (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company.

73. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

74. The accounts shall be kept at the Registered Office of the Company or, subject to the provisions of the Companies Acts, at such other place or places as the Directors think fit, and shall always be open to the inspection of all Members and officers and by other persons authorised by the Company in General Meeting.

75. The Directors shall from time to time, in accordance with the provisions of the Companies Acts, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

76. A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Directors' report, shall not less than twenty-one days before the date of the meeting be sent to every Member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

77. If the Company is eligible to take advantage of the small company audit exemptions, then it may do so. Otherwise, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

78. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

Application of Surplus

79. Any surplus of the Company shall be applied to creating a general reserve for the continuation and development of the Company.

Regulations

80. The Company in General Meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise (provided that such regulations are not inconsistent with the Memorandum and Articles of Association, and do not amount to such an addition or alteration that could only legally be made by Special Resolution) as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors, the Management Committee and Sub-Committees. All Members of the Company and the Directors shall be bound by such regulations whether or not they have received a copy of them.

Indemnity

81. Every Member or auditor or Director of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by her/him in or about the execution and discharge of the duties of her/his office, except to the extent that such losses or liabilities shall be attributed to:

- (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
- (b) gross negligence; or
- (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

Dissolution

82. If on the winding up or dissolution of the Company any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the Members, but shall be given for charitable purposes in Haslemere and neighbouring villages.

Name(s) of Subscriber(s)

RICHARD OLDHAM

STEWART BROWN

MATTHEW BOWCOCK

LESLEY BANFIELD

Dated: 25 February 2013