



Inclusion North Company Rules

Updated February 2022



This is an Easy Read summary of our company rules. Our rules are called our Articles of Association.



Companies Act 2006

The law they come under is The Companies Act 2006



Inclusion North is a Community Interest Company Limited By Guarantee



Inclusion North became a company on 14th November 2008. Our company number is 6749503

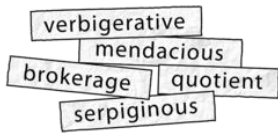


The solicitors that helped us with these rules are

Wrigleys Solicitors LLP

19 Cookridge Street, Leeds LS2 3AG

www.wrigleys.co.uk



1. Understanding the complicated legal words

We give all Directors a separate Jargon Buster explaining what the harder words in our rules mean



2. Community Interest Company

Inclusion North is a Community Interest Company.

3. Asset Lock

Having an asset lock is an important part of being a Community Interest Company.

The word 'assets' means either money we have in the bank, or things that are worth money, like buildings or equipment we own.

Any assets we have are used for our work to make inclusion a reality for all people with a learning disability and autistic people.

If we ever wanted to move our assets out of the organisation, there are rules we have to follow to do this. This is an asset lock.

Our company rules say that we will follow the law for Community Interest Companies on everything to do with our assets.



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4. Not for profit

Inclusion North does not make money for individuals.



Any profit we make is used for our work to make inclusion a reality for all people with a learning disability and autistic people.



5. What Inclusion North was set up to do

Our rules explain what we are set up to do. Our Community of Interest is people with a learning disability, autistic people and their families



The aim of Inclusion North is to

- make inclusion a reality for people of all ages with a learning disability, autistic people and their families



Our rules say that our Directors can decide on other things we might do to help our community.



6. The kind of things we do

The kinds of work we will do to achieve our aims are



raising awareness of the barriers to inclusion for people of all ages with a learning disability, autistic people and their families, and working to remove them



providing training, consultancy and individual support to develop everyone's ability to create inclusive communities

promoting inclusive ways of working by working in partnership with



- people of all ages with a learning disability and autistic people,
- family members,
- Learning Disability and Autism Partnership Boards,
- Health, Education and Social Services,
- service providers,
- other organisations
- and members of the general public



sharing ideas, knowledge and experience locally, regionally and nationally



bringing people of all ages with a learning disability, autistic people, families, professionals and organisations together to solve problems and to share learning



promoting positive models of citizenship and support



developing methods of checking we are doing the right work and if we are making a difference



Raising money so that we can do our work

7. The responsibilities our 'members' have



In our rules, the word 'members' does not mean the Local Authorities or Clinical Commissioning Groups who pay for membership. In our company rules we have to have Directors and members. At Inclusion North, the directors are the members. They are the same people.



Every member agrees to pay £1 if the Company is wound up. Wound up means the company closes down and does not exist anymore.

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If the company is wound up within a year of a member leaving the company, they will still pay their £1.



8. Directors

The Directors are responsible for running the company.



9. Co Chairs

Directors will choose two people to act as Co Chairs



More than half of the rest of the board of Directors have to agree that they are the right person for the role.



One Co Chair will be a Director with a learning disability or an autistic person. One Co Chair will be a professional or a family carer.



Each year, the Co Chairs will be asked if they still want to be Co Chair. The way we will do this will be in our Directors' Volunteer Policy.



If a Co Chair stops being a Director, they also stop being Co Chair. A Co Chair can still be a Director after they resign as Co Chair.



10. Directors can ask someone else to take on some of their responsibilities



As long as they follow the company rules, Directors can give some of their responsibilities to someone else, like the Chief Executive. This means that directors can ask someone else to do some of the work to run the company.



Directors can change their mind about this. They can change what they ask someone else to do, or who they ask.

11. Making decisions



The Board of Directors can only make a decision if most of the Directors agree with it.



This means that more than half of the Directors have to agree.



12. Directors meetings

Any Director can ask for a Directors' meeting to be arranged.



Directors must be told about a meeting at least 7 days before it happens, unless

- All Directors agree to hold a meeting sooner
- Or it is an emergency



Directors can be told about a meeting

- By post
- By email
- By telephone
- In person



13. Taking part in directors' meetings

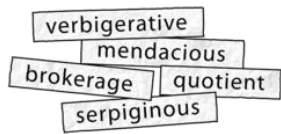
Meetings only take place when Directors are present who can discuss the business on the agenda and make decisions



Directors do not have to be in the same room for a meeting. Some may join the meeting by Zoom or Teams for example.



Directors can use their preferred methods of communication when they are in a Director's meeting.



14. Our quorum for meetings

A quorum means how many people have to be at the meeting before it can start.



Our quorum is **three**. Three Directors have to be at a meeting or it cannot happen.



If there are less than three Directors at a meeting no decisions can be made, except to decide to have another meeting



15. Chairing Directors' meetings

The Co Chairs will chair each Directors' meeting



If only one Co Chair is there, another Director can be asked to act as Co Chair for that meeting



If none of the Co Chairs are at the meeting, other Directors can be asked to act as Co Chairs for that meeting.



16. Making decisions in meetings

The Board of Directors can only make a decision if a most of the Directors agree with it.



This means that more than half of the Directors have to agree. This might be done by taking a vote.



Each director has one vote.



If there is an equal number of votes for and against the decision, the Co Chairs have the deciding vote.



The Co Chairs have one deciding vote between them so they must agree on the decision.



If the Co Chairs do not agree, the Directors will have to find a different way of deciding what to do.



17. Making decisions outside of meetings

Sometimes we have to think quickly about what to do. There may not be time to have a meeting.



The rules let Directors make a decision without having a meeting. We can use phone, email and letter to do this.



We can send a question to the Directors in easy read.



All Directors must reply with their view before the decision is made.



The Directors will then be told what the decision was.



A decision can only be made if more than half of the Directors agree to it.



A record will be kept of the decision and when it was made. This will be like the notes we have of our meetings.



18. Conflicts of interest

If Inclusion North are doing work with an organisation that a Director is involved with, the Director has to let the Board know. This is in case the Director might benefit from it.



If a Director thinks there is a conflict of interest they must tell Inclusion North about it.



If a Director is not sure if something is a conflict of interest, the other Directors can decide if they think it is



If decisions are being made for Inclusion North and a Director has a conflict of interest they

- May only be part of the discussion and not the decision



- Are not counted in the quorum for that part of the meeting



- Must leave the room when the decision is made and they have no vote on the decision



19. Directors can allow a conflict of interest

Directors can allow another Director to have a conflict of interest if that is best for Inclusion North



Directors can decide how the Director with the conflict of interest can be involved in the discussion and decision.



For example, this might be where a Director is also an employee, and Directors are discussing staff salaries



Directors might decide that the Director who is also an employee has useful lived experience to share in the discussion.



20. Keeping a register

A register must be kept of all directors' interests.



This means, if Directors are involved in other companies, it will be written down. This is so we can check if there is a conflict of interest.



21. Recruiting Directors

Directors can choose anyone who is allowed by Law to be a Director



We will follow the policy that sets out how Directors will be recruited.



The maximum number of Directors will be 10



Half of Directors will be people with a learning disability or autistic people or family carers



A person will become a member of the company at the same time as they become a Director.



We will do a review every year with each Director to check they are still happy in their role.



We will follow our Directors' Volunteer Policy for how to do this.



22. Stopping being a Director

A person will stop being a Director if



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- There is any reason under the Companies Act 2006 or any other Law that stops them being a Director



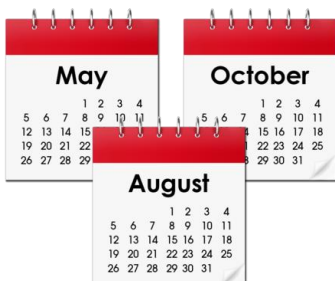
- They have serious money problems (this means having a bankruptcy order, or insolvency proceedings)



- They decide to resign and write a letter to tell us



- There is a serious incident that is dealt with by the Director Volunteer Policy, and the decision is that they should not be a Director anymore



- They don't come to 3 meetings in a row without sending apologies and giving a good reason



They have a serious physical or mental illness that means they can't do their Director's role. The Director Volunteer Policy explains how we will deal with this.



- If the Director is an employee, and their employment comes to an end



- The Director stops being a member



If a Director is asked to leave because of a disciplinary matter, they cannot be a Director again for at least 3 years



23. Directors getting paid

Directors cannot be paid by Inclusion North for being a Director except



- If they are employed by the company



- If they are providing goods or services to the company. We have to prove these are actually needed.



- No more than half the Directors can be interested in these opportunities in any year



If Directors loan money to the company they can be paid interest at a reasonable rate



Directors can be paid reasonable rent for hiring property or equipment to the company



Directors can receive expenses – see section 24 below

24. Directors expenses

The company can pay reasonable expenses to Directors for attending meetings and for anything else they have to do in their role as a Director





25. Advisory Council

There can be an Advisory Council, but the people on it cannot be Directors or members of the company



The role of the Advisory Council is to help the Directors to achieve the aims of the company and to connect with the communities we work with.



The Directors will set the rules (known as Terms of Reference) for the Advisory Council, by working with them on it



The Advisory Council will recruit its own members. There is a policy that says how this will happen. This policy will say how long each person is allowed to be on the Advisory Council.



The maximum number of members is 18.



Half the members shall be people with a learning disability or autistic people or family carers.



Members of the Advisory Council have to leave if



- There is a serious incident that is dealt with by the volunteer disciplinary procedure, and the decision is that they should not be on the Advisory Council anymore



- All other members of the Advisory Council agree in writing that they should step down



- For any other reason that comes under the Volunteer policy



The Advisory Council may ask the Directors to send a report to their meetings, or to answer questions about the company's business



The Advisory Council do not take part in the day to day running of the business



The Advisory Council can only make a decision if more than half their members agree with it. Each member has one vote.

26. Being a member



The first members of the company were the people who first set these rules up and signed them.



Each member of the company is a Director.
Directors are all members of the company.



New members are chosen using the Directors Recruitment Policy



Anyone wanting to be a member will send in an application.



27. Stopping being a member

Directors can not give their membership to anyone else.



A person will only stop being a member if

- They stop being a Director
- They die



28. Members' meetings

There are some decisions that have to happen at a Members meeting instead of a Directors meeting.



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The law says this has to happen.



Most of our meetings will be Directors' meetings. This section is about when we have a Members meeting.



The company does **not** have to hold an Annual General Meeting.



Any other meetings held by members are known as General Meetings. A General Meeting can be called at any time by the directors.



If at least 5% of the Directors ask for a general meeting, one must be organised within 21 days. It must take place within 28 days of it being organised.



Directors should get 14 days notice of a Members meeting. The agenda should be shared in advance.



Directors can choose someone to act in the meeting for them. This is called a proxy.



When the reason for the meeting is to make an important decision (called a special resolution), this should be clear to all Directors.



Directors will be told before the meeting what the special resolution is.



The auditors and the Directors should be invited to all general meetings.



If anyone is not invited by accident, the meeting can still go ahead.

29. Making decisions at a general meeting



Directors can go to the meeting or they can join using technology such as Zoom or Teams.



Members who want someone to act for them must let the company secretary know at least 24 hours before the meeting. The company secretary is the Chief Executive.



There must be a quorum before the meeting can start. The quorum is one third of the number of members. This means at least 4 Directors have to be there.



The Co Chairs will chair the general meetings. If only one Co Chair is there, another Director can be asked to act as Co Chair for that meeting. If none of the Co Chairs are at the meeting, other Directors can be asked to act as Co Chairs for that meeting.



Decisions will be made by taking a vote. Each Director has one vote. More than half the Directors have to agree for any decision to be made.



30. Communication

We can use any form of communication that is allowed under the Companies Act 2006 when communicating about the company



Any information that is sent to directors can be in any format that they ask for.



31. Getting things wrong by mistake

Sometimes we may do things in a way that does not follow these rules exactly without meaning to. If that happens, the decisions we make can still happen, as we meant to do the right thing.



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The only time this would not happen is if something in the Companies Act 2006 stopped us doing it.



32. Notes

Directors must make sure that notes are taken in general meetings. The notes need to show when officers are appointed, what decisions are made and what happened at the meeting.



Co Chairs will sign the notes to say that they are right.

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Notes must be kept for 10 years after the meeting.



33. Records and accounts

The Directors will follow the law and make sure all the necessary records and accounts are kept. We will write an annual report, an annual return and annual accounts every year.



34. Indemnity

This means protecting directors from things that go wrong with the company. The company can use its own money to protect directors from any claim against them if things go wrong because of them not doing their role properly



35. Insurance

Directors can decide to buy insurance using company money to cover them when they act as Directors



36. Secretary

Directors can choose a company secretary. They can also ask them to stop doing that role.



If a Director is the secretary, and something needs both a Director and the secretary to approve something, this has to be done by two separate people



At the moment, the company secretary is our Chief Executive.

These are our company rules that were accepted by the Community Interest Company Regulator in 2021.