

THE APPLICATION FORM

Name of Group Applying	The Academy of Wide-Hearted Living CIC
Contact Details for this Application Name Position in the Group Contact Address (Including Post Code) Telephone Email	Melissa Noble CEO Newton Abbot,
Are you a registered charity? If so, please provide your charity number It is not essential to be a registered charity to get a grant under this scheme	We are a CIC
Tell us about your group, what does it do? We help people get connected with their creativity so they can use it to make life better. Our work brings together creativity, wellbeing, connection and learning. We support a wide range of people in our online and in-real-life communities, offering programmes, retreat days and on-going support. This year, we have organised the Tree Treasure Trails in Newton Abbot, worked in partnership with Together Drug & Alcohol services in Exeter and established an online coaching community for creatives, freelancers and people who are isolated whilst working from home. We have also delivered two creativity and wellbeing programmes online. We love coming up with creative projects that bring people together.	

Does your project/organisation have a social media/website presence? *(Please provide details).*

Website: www.wideheartedliving.com

Facebook: <https://www.facebook.com/wideheartedliving/>

LinkedIn: <http://www.linkedin.com/wide-hearted-living>

How will you publicise the Newton Abbot Town Council grant?

(Please note it is mandatory as part of the grant award conditions, to supply all press releases concerning the grant to Newton Abbot Town Council for us to share on our social media platforms).

- blog post on our website
- announcement on our socials and regular posts documenting activities
- press release for local newspaper
- including 'made possible with funding from Newton Abbot town council' in future activity listings

How will you spend the funds? How will it benefit the people of

Newton Abbot? *(Please see the useful questions page for suggestions about information to include).*

Project Summary

We will work with Newton Abbot residents to shape three new Tree Treasure Trails and a series of creative, nature-based workshops, ensuring the project grows in direct response to what local people say they want.

Tree Treasure Trail will strengthen community connection in Newton Abbot by bringing together people who are interested in nature, creativity, wellbeing and finding community. Funding will enable us to consult with residents, develop three new Tree Treasure Trails, and deliver a series of creative, nature-based workshops and events shaped by what local people say they want.

Why It's Needed

The first Tree Treasure Trail demonstrated clear demand for free, outdoor activities that support wellbeing and help people feel more connected to their local environment. This next phase will ensure the project grows in a community-led way, responding directly to local priorities.

How the People of Newton Abbot Will Benefit

- Improved wellbeing through gentle outdoor activity, creativity, and time in nature.
- Stronger community connections by bringing together people of different ages and backgrounds around shared interests.
- Greater engagement with local green spaces, encouraging stewardship and pride in the town's natural assets.
- Free, inclusive activities that reduce barriers for families, individuals on low incomes, and people who may feel isolated.
- Opportunities for collaboration with local groups, schools, and community organisations.

What We Will Do

Community Consultation: Run a mix of online outreach and in-person conversations to understand what residents want from future trails and events (e.g., workshops, guided walks, creative activities).

Develop Three New Tree Treasure Trails Research, design and map three accessible trails in local green spaces, ensuring they reflect community interests and are suitable for a wide range of ages and abilities.

Deliver Workshops and Events Offer a series of creative, nature-based sessions linked to the trails. These will be shaped by consultation feedback and designed to support wellbeing, creativity and connection.

Promote and Share Learning Work with local networks to widen participation and document learning to inform future development.

How We Will Know It Has Been a Success

- Participation numbers for consultation, trail use and event attendance.
- Feedback from residents on wellbeing, creativity, nature connection and sense of community.
- Diversity of participants, showing the project is reaching families, adults, older residents and people who may be isolated.
- Clear community-led priorities identified for future trails and events.
- Strengthened relationships with local groups, councillors and community organisations.

Sustainability Plan

Tell us how the project will continue once the grant has been spent.

Tree Treasure Trails are designed to be self-guided, so they can continue at very low cost once the grant ends. We will seek sponsorship from local businesses to support simple ongoing needs. Partnerships with schools, community groups and local organisations will help keep the trails in active use. We hope to bring together groups of likeminded people who will continue to meet in the future.

Safeguarding

Where appropriate please provide us with a copy of the project/organisation's safeguarding policy with reference to children and vulnerable adults.

See Appendix 1

**Please give estimated
dates for Project start?**

Start March 2027

Project end?

End November 2027

**How much will the project
cost? How much is your
grant request? How will you
raise the rest?**

£ 3700

£ 3700

**Will the project receive match
funding – please provide details**

**What other grants have been
given or refused for the same
project?**

Please provide projected income and expenditure with a breakdown of the costs involved in your project.

Element	Cost	Notes
Community consultation (digital + 1 in-person event)	£250	Outreach, facilitation, materials, feedback collation
Development of 3 new Tree Treasure Trails	£1,500	Research, mapping, creative content, design, printing and delivering the new trails
Delivery of 4 community events or workshops	£1,500	Planning, materials, venue hire, admin, promotion, facilitation, follow-up community building
Outreach work	£150	
Coordination, admin, evaluation	£300	
Total	£3,700	

Please provide the following information from your latest accounts	
Total income	£ 11,771
Total expenditure	£ 11,808
Annual profit or loss	£ (-37)
Total unrestricted funds in your bank	£ 835
<i>(This is money that is not earmarked for a special purpose, and which you are free to spend as you choose).</i>	

YOU MUST SEND US A COPY OF YOUR LAST ACCOUNTS AND YOUR CONSTITUTION

Bank Account Details	
Account Name	The Academy of Wide-Hearted Living CIC
Sort Code	
Account Number	
Bank Name	The Co-operative Bank
Bank Address	
How many signatories are required to authorise payments?	2

Does your group meet all legal requirements for this project (e.g., Public Liability, insurance, Protection of Children and Vulnerable Adults etc.)	YES <i>It is YOUR responsibility to check</i>
Second Contact for this Application Name Position in the Group Contact Address (Including Post Code) Telephone Email	<i>This is someone in your organisation who we can contact if we want to check the information given</i> Andrea Clare Dalton Director
Declaration. I confirm that to the best of my knowledge and belief, the information in this application form is true and correct. I understand that a request may be made for additional information at any stage of the application process. By completing this form, the signatories hereto agree to this information being retained in accordance with the provisions of the Data Protection Act and for that information to be printed in official council publications and forwarded to other agencies as necessary to facilitate this application for grant aid but for no other purpose. Signed _____ Date 02/10/26	

If you need any help in completing this form, please telephone the
 Deputy Town Clerk & RFO on 01626 201120
 or via email: sam.scott@newtonabbot-tc.gov.uk

The Academy of Wide-Hearted Living CIC

Safeguarding Policy and Procedure (Adults & Children)

Updated June 2026

1. Introduction

The Academy of Wide-Hearted Living CIC is fully committed to promoting a culture of safety, respect and inclusion in all that we do. This policy outlines our approach to safeguarding **children and adults** and reflects our responsibility to ensure that anyone we engage with is treated with dignity and protected from harm.

We will not tolerate abuse of any kind. We are committed to safeguarding:

- **Children and young people** (under 18)
- **Adults with care and support needs**
- **Any participant who may be at risk due to circumstances, vulnerability or environment**

This policy sets out the roles and responsibilities of The Academy of Wide-Hearted Living CIC in working with other professionals and agencies to promote welfare and protect people from abuse and neglect.

We ensure:

- Children and adults are involved in decisions affecting them
- Safe and effective working practices are in place
- Staff and volunteers understand their safeguarding responsibilities
- All concerns are responded to quickly, fairly and sensitively

Copies of this policy are available within the organisation and all staff and volunteers must be aware of how to access it.

2. Definitions

Safeguarding Children

Safeguarding children means:

- protecting children from maltreatment
- preventing impairment of health or development

- ensuring safe and effective care
- enabling children to grow up in safe circumstances
(Children Act 2004; Working Together to Safeguard Children 2023)

A child is anyone **under 18**.

Safeguarding Adults

Safeguarding adults means protecting an adult's right to live in safety, free from abuse and neglect (Care Act 2014).

Adult safeguarding duties apply when an adult:

- has care and support needs
- is experiencing or at risk of abuse or neglect
- is unable to protect themselves because of those needs

Types of Abuse (Children & Adults)

Abuse may include:

- Physical
- Emotional / psychological
- Sexual
- Neglect
- Financial (adults)
- Domestic abuse
- Discriminatory abuse
- Organisational abuse
- Online abuse
- Exploitation (including criminal or sexual exploitation)
- Self-neglect (adults)

Possible Signs of Abuse

(Children and adults may show similar or different indicators.)

- Unexplained injuries
- Fearfulness or withdrawal
- Sudden changes in behaviour
- Poor hygiene or clothing
- Lack of money or unexplained financial issues
- Sexualised behaviour inappropriate for age
- Depression, self-harm or suicidal thoughts
- Insomnia
- Appearing frightened of physical contact
- Difficulty making friends
- Signs of neglect (hunger, tiredness, untreated medical issues)

If unsure, staff should ask gentle, open questions and follow reporting procedures.

Who may abuse?

Abuse can be perpetrated by:

- family members
 - peers
 - partners
 - neighbours
 - professionals
 - volunteers
 - strangers
 - people in positions of trust
 - other children or young people
-

3. Responsibility

A named Director will oversee all aspects of safeguarding, including whistleblowing and Health & Safety.

Melissa Noble is responsible for day-to-day management of safeguarding, including:

- Investigating concerns
- Reporting to statutory agencies when required
- Ensuring risk assessments are completed
- Ensuring DBS checks and training are up to date
- Maintaining a central register of DBS and training
- Ensuring safeguarding responsibilities are reflected in job descriptions
- Listening to beneficiaries, staff and volunteers
- Responding quickly and sensitively to concerns
- Ensuring safe storage of personal data and consent for imagery
- Ensuring staff and volunteers understand signs of abuse and reporting procedures

All staff and volunteers must follow this policy.

4. Principles

We are committed to ensuring:

- All children and adults have the right to protection from abuse
- Everyone has the right to participate in a safe environment
- Safeguarding is everyone's responsibility
- Concerns are responded to promptly

- Confidential information is shared only when necessary
 - Information is stored and processed in line with GDPR and the Data Protection Act 2018
 - Children's welfare is paramount (Children Act 1989)
-

5. Implementation

This policy applies to:

- Staff
 - Volunteers
 - Directors
 - Partners
 - Young people
 - Participants
 - Anyone working with or on behalf of the organisation
-

6. Monitoring

The policy will be reviewed annually or sooner if:

- Legislation changes
 - Governance changes
 - A significant safeguarding case occurs
-

7. Safe Recruitment

All applicants will undergo appropriate checks, including DBS where required. Roles involving children will require **enhanced DBS**.

8. Promoting Good Practice

Staff and volunteers must:

- Follow this policy
- Treat children and adults with dignity and respect
- Maintain appropriate professional boundaries
- Empower participants to contribute to decisions

- Attend safeguarding training
 - Model positive behaviour
 - Avoid being alone with a child where possible
 - Ensure activities are risk assessed and age-appropriate
-

9. What should I do if I am concerned?

1. Respond

- Take emergency action if someone is at immediate risk (dial 999)
- Get brief details — do not investigate
- For adults: seek consent where appropriate
- For children: **consent is not required** to report concerns

2. Report

Report all concerns to **Melissa Noble**.

3. Record

- Complete a safeguarding incident form
- Write records contemporaneously, dated and signed
- Store securely and confidentially

4. Refer

The Designated Safeguarding Lead will decide whether to refer to:

- Police
- Local Authority Children's Services
- Adult Social Care
- Regulatory bodies (Ofsted, CQC, Charity Commission)
- Family members (adults only, where appropriate)

Children's concerns **must always be considered for referral**, even if information is limited.

Patterns of harm must be monitored through accurate recording.

10. Recording a Safeguarding Concern

Information may be shared without consent if:

- a child is at risk

- an adult is at risk
- it is in the public interest

Records must be:

necessary
proportionate
accurate

- timely
- secure

11. Allegations Against Staff, Volunteers or Partners

Record:

- date/time of incident
- date/time of report
- names and roles of all involved
- what was said or done
- actions taken
- reasons for referral or non-referral

If the allegation is against the Designated Safeguarding Lead, contact the Local Authority.

12. Whistleblowing

We encourage an open culture where concerns can be raised safely, including anonymously. Staff and volunteers who whistleblow in good faith will be protected.

13. Complaints Procedure

Concerns about safeguarding decisions should follow the organisation's complaints policy. Staff and volunteers must be honest and transparent when things go wrong.

14. Data Protection & Confidential Information

We comply with:

- Data Protection Act 2018

- GDPR
- Freedom of Information Act 2000

Information is shared only when necessary for safeguarding.

For more information contact:

Melissa Noble

melissa@wideheartedliving.com

The Academy of Wide-Hearted Living CIC

(January 2025)

Updated June 2026; next review June 2027

THE ACADEMY OF WIDE-HEARTED LIVING CIC
(COMPANY NO: 15608414 ENGLAND AND WALES)

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 30 April 2026.

Directors The following directors held office during the whole of the period:

Melissa Jane Noble Andrea Clare Dalton

Roger John Higman was appointed on 21 April 2026.

Statement of directors' responsibilities The directors are responsible for preparing the report and accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law, the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently; - make judgements and estimates that are reasonable and prudent; - prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Small company provisions This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Signed on behalf of the board of directors

.....
Approved by the board on:

09/06/2026

THE ACADEMY OF WIDE-HEARTED LIVING CIC
INCOME STATEMENT

FOR THE YEAR ENDED 30 APRIL 2026

	2026 £	2025 £
Turnover	7,900	2,233
Cost of sales	(8,567)	(694)
Gross (loss)/profit	(667)	1,539
Administrative expenses	(3,241)	(3,989)
Other operating income	3,871	
Operating loss	(37)	(2,450)
Loss on ordinary activities before taxation	(37)	(2,450)
Tax on loss on ordinary activities	-	-
Loss for the financial year	(37)	(2,450)

THE ACADEMY OF WIDE-HEARTED LIVING CIC
STATEMENT OF FINANCIAL POSITION

AS AT 30 APRIL 2026

2026 2025 Notes	£	£
Current assets		
Cash at bank and in hand	1,433	979
Creditors: amounts falling due within one year	(3,920)	(3,429)
Net current liabilities	(2,487)	(2,450)
Net liabilities	(2,487)	(2,450)
Capital and reserves Profit and loss account	(2,487)	(2,450)
Shareholders' funds	(2,487)	(2,450)

For the year ending 30 April 2026 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - Small Entities.

The financial statements were approved by the Board of Directors and authorised for issue on and were signed on its behalf by Director

Company Registration No. 15608414

THE ACADEMY OF WIDE-HEARTED LIVING CIC

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 30 APRIL 2026

1 Statutory information

The Academy Of Wide-hearted Living Cic is a private company, limited by shares, registered in England and Wales, registration number 15608414. The registered office is Unit 1a, Beechlea Industrial Estate, Winkleigh, Devon, EX19 8DH, England.

2 Compliance with accounting standards

The accounts have been prepared in accordance with the provisions of FRS 102 Section 1A Small Entities. There were no material departures from that standard.

3 Accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year, and also have been consistently applied within the same accounts.

Basis of preparation The accounts have been prepared under the historical cost convention as modified by the revaluation of certain fixed assets.

Presentation currency The accounts are presented in £ sterling.

4 Creditors: amounts falling due within one year 2026 2025 £ £

Loans from directors 3,620 3,129 Accruals 300 300
3,920 3,429

5 Average number of employees

During the year the average number of employees was 1 (2025:1).

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association¹

of

The Academy of Wide-Hearted Living C.I.C.

(CIC Limited by Guarantee, Schedule 1, Small Membership)

¹ On articles of association generally, see [Part 5] of the Regulator's information and guidance notes. If you are an existing company wishing to become a community interest company, there is no need to adopt completely new articles, but you must comply with the requirements of the Community Interest Company Regulations 2005 (as amended) ("the Regulations") by including the provisions set out in Schedule 1 to the Regulations in the articles of your company.

The Companies Act 2006
Community Interest Company Limited by Guarantee

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The Companies Act 2006

Articles of Association

of

[INSERT NAME] [Community Interest Company/C.I.C. *delete as applicable*]

INTERPRETATION

1. Defined Terms

- The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

COMMUNITY INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock²

- 3.1 The Company shall not transfer any of its assets other than for full consideration.
- 3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:
- (a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.
- 3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the memorandum and Articles of the Company.
- 3.4 If:
- 3.4.1 the Company is wound up under the Insolvency Act 1986; and
 - 3.4.2 all its liabilities have been satisfied
- any residual assets shall be given or transferred to the asset-locked body specified in Article 3.5 below.
- 3.5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3.2 and 3.4:

Name: [The Network of Wellbeing]

² See [Part 6] of the Regulator's information and guidance notes. Inclusion of the provisions contained in article 3.1 to 3.3 is mandatory, reflecting sub-paragraphs (1) to (3) of paragraph 1 of Schedule 1 to the Regulations

(Please note that a community interest company cannot nominate itself as the asset locked body. It also cannot nominate a non-asset locked body. An asset locked body is defined as a CIC or charity, a permitted industrial and provident society or non-UK based equivalent.)

Charity Registration Number (if applicable): [no.295976]

Company Registration Number (if applicable): [01806096]

Registered Office: [16 High Street, Totnes, Devon, TQ9 5RY]³

4. **Not for profit**

- 4.1 The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. **Objects⁴**

The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to [Changemakers - people who work to make the world a better place].

Powers

6. To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Liability of members⁵

7. 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 or she is a member or within one year after he or she ceases to be a member, for:

payment of the Company's debts and liabilities contracted before he or she ceases to be a member;

- 7.1 payment of the costs, charges and expenses of winding up; and
adjustment of the rights of the contributories among themselves.

7.2

7.3

³ See regulation 23 of the Regulations and [Parts 6 and 10] of the Regulator's information and guidance notes. If the company does not specify that the remaining residual assets are to be transferred to a particular Asset Locked Body, an appropriate recipient will be chosen by the Regulator, in consultation with the company's directors and members.

⁴ On the specification of the company's objects, see [Part 5] of the Regulator's information and guidance notes

⁵ On limited liability, see [Part 3] of the Regulator's information and guidance notes. On guarantees generally see [Chapter 3.2] of the Regulator's information and guidance notes.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES⁶

8. **Directors' general authority**
Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
9. **Members' reserve power**
The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
 - 9.1
 - 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.
10. **Chair**
The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office.
Directors may delegate⁷
Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles or the implementation of their decisions or day to day management of the affairs of the Company:
 - 11.1
 - 11.1.1 to such person or committee;
 - 11.1.2 by such means (including by power of attorney);
 - 11.1.3 to such an extent;
 - 11.1.4 in relation to such matters or territories; and
 - 11.1.5 on such terms and conditions;

⁶ Note that although this model constitution assumes that all Directors are Members and all Members are Directors, and the Directors are given wide powers, under the Articles (and company law more generally) there are still some decisions which Members must make as Members (either in general meeting under the Companies Act 2006 (article 28.2), or by written resolution in accordance with article 29). [See in general the Companies House guidance booklet, "Resolutions" (available online at <http://www.companieshouse.gov.uk/about/gbhtml/gba7.shtml>).].

⁷ Article 11 permits the Directors to delegate any of their functions. Delegation may take the form of, for instance, the Directors giving a managing director general authority to run the company's day to day business, or responsibility for specific matters being delegated to particular directors (e.g. financial matters to a finance director); or it may be equally appropriate to delegate matters to persons other than Directors. In all cases, it is important to remember that delegation does not absolve Directors of their general duties towards the company and their overall responsibility for its management. This means that, amongst other things, Directors must be satisfied that those to whom responsibilities are delegated are competent to carry them out.

- 14.1.1 the meeting has been called and takes place in accordance with the Articles;
and
- 14.1.2 they can each communicate to the others any information or opinions they
have on any particular item of the business of the meeting.
- 14.2 In determining whether Directors are participating in a Directors' meeting, it is
irrelevant where any Director is or how they communicate with each other.⁹
- 14.3 If all the Directors participating in a meeting are not in the same place, they may
decide that the meeting is to be treated as taking place wherever any of them is.
- 15. Quorum for Directors' meetings¹⁰**
 - 15.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted
on, except a proposal to call another meeting.
 - 15.2 The quorum for Directors' meetings may be fixed from time to time by a decision of
the Directors, but it must never be less than two, and unless otherwise fixed it is [two].

If the total number of Directors for the time being is less than the quorum required,
15.3 the Directors must not take any decision other than a decision:
 - 15.3.1 to appoint further Directors; or
 - 15.3.2 to call a general meeting so as to enable the members to appoint further

Directors.
- 16. Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors
present shall preside as chair of each Directors' meeting.
- 17. Decision-making at meetings¹¹**
 - 17.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.
 - 17.2 In all proceedings of Directors each Director must not have more than one vote.¹²
 - 17.3 In case of an equality of votes, the Chair shall have a second or casting vote.

⁹ Article 14.2 is designed to facilitate the taking of decisions by the directors communicating via telephone or video conference calls. Note the requirement to keep a written record of meetings and decisions (article 32).

¹⁰ The quorum may be fixed in absolute terms (e.g. "two Directors") or as a proportion of the total number of Directors (e.g. "one third of the total number of Directors"). You may even wish to stipulate that particular named Directors, or Directors representing particular stakeholder interests, must be present to constitute a quorum.

¹¹ Article 17 reflects paragraph 4 of Schedule 1 to the Regulations, which is required to be included in the articles of all community interest companies.

¹² You may wish to include a provision which gives the chair of the board a casting vote. This will enable the directors to resolve any deadlock at board level.

18. Decisions without a meeting¹³

18.1

The Directors may take a unanimous decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.2 A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

18.2.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

18.2.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2;

18.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

18.2.4 the Recipient must prepare a minute of the decision in accordance with Article 32.

19. Conflicts of interest¹⁴

19.1

Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

19.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

19.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must:

19.3.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

19.3.2 not be counted in the quorum for that part of the meeting; and

¹³ Article 18 is designed to facilitate the taking of decisions by directors following discussions in the form of, for example, email exchanges copied to all the directors. Note the requirements as to recording the decision in articles 18.2 and 32.

¹⁴ The provisions in articles 19 and 20 reflect the position under the Companies Act 2006. However, it is recommended that, as a matter of good practice, all actual and potential conflicts of interest are disclosed in writing or at a meeting, as the case may be.

19.3.3 withdraw during the vote and have no vote on the matter.

19.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her. **Directors' power to authorise a conflict of interest**

20. The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

20.1

20.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted

Director must comply with Article 19.3;

20.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

20.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation.

20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject).

Register of Directors' interests

21.

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS¹⁵

22. **Methods of appointing Directors**

¹⁵ Private companies are obliged to have at least one director. Provisions can be inserted into the articles providing for a minimum number of directors. Where the company has just one director, that director must be a natural person. Article 12 notes that, where there is only one director, a majority decision is reached when that director makes a decision. In the case of a single director, the quorum provisions (article 15) will need to be amended accordingly.

22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.

22.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors.

23. Termination of Director's appointment¹⁶

A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect); or
- (e) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason.
- (f) the Director ceases to be a member.

24. Directors' remuneration¹⁷

24.1 Directors may undertake any services for the Company that the Directors decide.

24.2 Directors are entitled to such remuneration as the Directors determine:

- (a) for their services to the Company as Directors; and
- (b) for any other service which they undertake for the Company.

24.3 Subject to the Articles, a Director's remuneration may:

- (a) take any form; and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

¹⁶ The board of directors cannot remove a director other than in accordance with the provisions in article 23 and the Companies Act 2006.

¹⁷ See the guidance on directors' remuneration in [Part 9] of the Regulator's information and guidance notes.

24.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

Directors' expenses

25. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

25.1

- (a) meetings of Directors or committees of Directors;
- (b) general meetings; or
- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERS¹⁸

BECOMING AND CEASING TO BE A MEMBER¹⁹

26. Becoming a member²⁰

26.1 The subscribers to the Memorandum are the first members of the Company.

26.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

26.3 Each member of the company shall be a Director.

26.4 No person shall be admitted a member of the Company unless he or she is approved by the Directors.

¹⁸ See section 112 of the Companies Act 2006. A company's members are (i) the subscribers to its memorandum; and (ii) every other person who agrees to become a member of the company and whose name is entered in its register of members.

¹⁹ There is no need for all those who wish to become Members to subscribe to the Memorandum on incorporation; they can become Members and be entered in the register of Members after the company has been formed. However, since this model constitution assumes that all Members are also Directors, all Members will also have to be validly appointed as Directors under article 22.

²⁰ Inclusion of the provisions in article 26 (other than 26.3) is mandatory and reflects paragraphs 2(1)-(4) of Schedule 1 to the Regulations. [Directors should ensure that the information to be included on an application form includes all the information which will be required to fill in Companies House Form [288a] on the appointment of the new Member as a Director (see: <http://www.companieshouse.gov.uk/forms/generalForms/288A.pdf>).] Article 26.3 provides that the Directors are also members of the company.

- 26.5 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.

Termination of membership²¹

27.

- 27.1 Membership is not transferable to anyone else.

- 27.2 Membership is terminated if:

27.2.1 the member dies or ceases to exist;

27.2.2 otherwise in accordance with the Articles; or

27.2.3 a member ceases to be a Director.

DECISION MAKING BY MEMBERS

28. Members' meetings²²

- 28.1 The Directors may call a general meeting at any time.

- 28.2 General meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.²³

- 28.3 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.²⁴

- 28.4 Article 28.3 shall not prevent a person who is a proxy for a member or a duly authorised representative of a member from voting at a general meeting of the Company.

Written resolutions

29.

- 29.1 Subject to Article 29.3, a written resolution of the Company passed in accordance with this Article 29 shall have effect as if passed by the Company in general meeting:

29.1.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.

²¹ Inclusion of the provisions of article 27.1 and 27.2.1 – 27.2.2 (reflecting sub-paragraphs (5) and (6) of paragraph 2 of Schedule 1 to the Regulations), is mandatory.

²² The Companies Act 2006 has removed the need for private companies to hold annual general meetings and therefore these Articles follow suit; however, if you wish, you can insert an additional provision which obliges the company to hold annual general meetings.

²³ Article 28.2 provides that general meetings must be held in accordance with the provisions of the Companies Act 2006. You may insert additional provisions that specify how many Members are required to be present to hold a valid general meeting. The quorum may be fixed in absolute terms (e.g. "four Members") or as a proportion of the total number of Members (e.g. "three quarters of the Members from time to time"). You may even wish to stipulate that particular named Members, or Members representing particular stakeholder interests, must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Members.

²⁴ Inclusion of the provisions of article 28.3 (reflecting paragraph 3(1) of Schedule 1 to the Regulations) is mandatory.

- 29.1.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 29.2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 29.3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 29.4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.
- 29.5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 29.5.1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature.
- 29.5.2 If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means].
- 29.6 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 29.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

30. Means of communication to be used

- 30.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 30.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by

the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

- 30.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours. **Irregularities**

31. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

Minutes

The Directors must cause minutes to be made in books kept for the purpose:

- 32.1.1 of all appointments of officers made by the Directors;
- 32.1.2 of all resolutions of the Company and of the Directors (including, without
- 32.1

limitation, decisions of the Directors made without a meeting); and

32.1.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

- 32.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

33. Records and accounts²⁵

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

- 33.1 annual reports;
- 33.2 annual returns; and

²⁵ See the Companies House guidance booklet, "Accounts and Accounting Reference Dates" (available online at <http://www.companies-house.gov.uk/about/gbhtml/gba3.shtml>).] On the annual community interest company report, see [Part 8] of the Regulator's information and guidance notes.

33.3 annual statements of account.

33.4 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

Indemnity

34. Subject to Article 34.2, a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

34.1

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
- (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
- (c) any other liability incurred by that Director as an officer of the Company or an associated company.

34.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

34.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company.

35. **Insurance**

35.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

35.2 In this Article:

- (a) a "relevant Director" means any Director or former Director of the Company or an associated company;
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

36. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE

INTERPRETATION

Defined terms

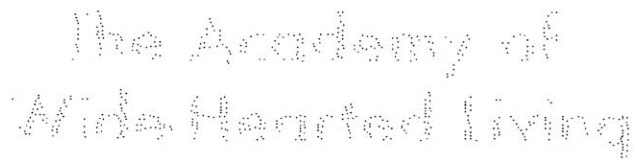
1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Articles”	the Company’s articles of association;
1.3 “asset-locked body”	means (i) a community interest company, a charity ²⁶ or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those; includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.4 “bankruptcy”	has the meaning given in Article 10;
1.5 “Chair”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6 “Circulation Date”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7 “Clear Days”	is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit) Investigations and Community Enterprise) Act 2004;
1.8 “community”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.9 “Companies Acts”	
1.10 “Company”	[The Academy of Wide-Hearted Living] [C.I.C.];

²⁶ Section 1(1) of the Charities Act 2006 defines “charity” as an institution which “is established for charitable purposes only, and falls to be subject to the control of the High Court in the exercise of its jurisdiction with respect to charities.”.

1.11 "Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company; a director of the Company, and includes any person
1.12 "Director"	occupying the position of director, by whatever name called;
1.13 "Document"	includes, unless otherwise indicated, any document sent or supplied in Electronic Form
1.14 "Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.15 "Hard Copy Form"	has the meaning given to it in the Companies Act 2006;
1.16 "Memorandum"	the Company's memorandum of association;
1.17 "participate"	in relation to a Directors' meeting, has the meaning given in Article 14;
1.18 "Permitted Industrial and Provident Society"	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Regulations 2006 or Assets) Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations
1.19 "the Regulator"	(Northern Ireland) 2006; means the Regulator of Community Interest Companies;
1.20 "Secretary"	the secretary of the Company (if any);
1.21 "specified"	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.22 "subsidiary"	has the meaning given in section 1159 of the Companies Act 2006;
1.23 "transfer"	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right
1.24 "Writing"	over, any property; and the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. **Subject to clause 3** of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.



Our aims:

- Improve wellbeing
- Provide opportunities for connection
- Increase joy

We will achieve this through providing the activities stipulated below. We will monitor the impact of these activities by asking participants to complete pre + post event questionnaires. We will collate the results of these and write an annual 'impact statement'

Our activities:

Activity	Benefit
DESIGN AND DELIVER WORKSHOPS AND COURSES, IN PERSON AND ONLINE	CONNECTING PEOPLE WITH THEIR CREATIVITY SO THEY CAN USE IT TO MAKE LIFE BETTER. COMBINING CREATIVITY WITH OTHER MINDFUL ACTIVITIES TO BOOST WELLBEING, IMPROVE RESILIENCE AND INCREASE JOY.
RETREATS (ONE DAY AND RESIDENTIAL)	PROVIDING CONNECTION AND CREATIVITY-BASED OPPORTUNITIES FOR PEOPLE TO RELAX AND RESTORE THEIR EQUILIBRIUM.
LISTENING SPACE (ONLINE) OFFERING A PLACE FOR PEOPLE TO BE HEARD.	THESE SPACES ARE THERAPEUTIC. PEOPLE HAVE SOMEWHERE TO TALK ABOUT THEIR CHALLENGES. PEOPLE FEEL MORE CONNECTED AND LESS ISOLATED IN THEIR EXPERIENCE.

CREATIVE SPACE (ONLINE) MAKING IT EASIER FOR PEOPLE TO CARVE OUT TIME IN THEIR BUSY SCHEDULE. PEOPLE WORK ON THEIR INDIVIDUAL PROJECTS.	FOSTERING COMMUNITY AND CONNECTION. ENABLING CREATIVITY TO BOOST WELLBEING.
THINKING SPACE (ONLINE) PROVIDING SPACE FOR PEOPLE TO GET TOGETHER AND TALK THROUGH DILEMMAS, SHARE EXPERIENCE AND RESOURCES.	CREATING A DYNAMIC ENVIRONMENT SENSITIVE AND SOLUTION-FOCUSSED.
TOOLKITS WE DESIGN BRILLIANT TOOLKITS TO ACCOMPANY OUR COURSES, MAKING IT EASIER FOR PARTICIPANTS TO BUILD GOOD PRACTICE INTO THEIR EVERYDAY LIVES.	MAKING IT EASIER FOR PEOPLE TO BUILD SELF-CARE INTO THEIR ROUTINES.
SEEKING FEEDBACK & INVOLVING PARTICIPANTS IN FUTURE DEVELOPMENT	IMPROVING WELLBEING BY INCREASING PEOPLE'S SENSE OF BELONGING TO A COMMUNITY.

We will offer these activities to the general population and to businesses, and we will charge market rates.

If the company makes any surplus, it will be used to provide lo/no-cost services to the Changemaker community.

Melissa Noble 15/03/2024

*<https://www.evansville.edu/changemaker/downloads/more-than-simply-doing-good-defining-changemaker1.pdf>