



ACTIVE MARTIAL ARTS NORTH DEVON CIC

Governing Document

Community Interest Company (CIC) England and Wales

1. Name and Legal Form

1.1 The name of the company is Active Martial Arts North Devon CIC

1.2 The Company is intended to operate as a Community Interest Company limited by guarantee, unless its incorporation documents specify otherwise.

1.3 The Company is established for community benefit and shall operate in accordance with the Companies Act 2006, the Community Interest Company Regulations and applicable law.

1.4 The Company shall have no share capital if incorporated as a company limited by guarantee.

2. Community Purpose and Objects

2.1 The Company's purpose is to provide opportunities for people in North Devon and surrounding communities to participate in martial arts, physical activity, education, training and associated community activities.

2.2 The Company's objects are to:

- promote community participation in healthy recreation through martial arts and physical activity;
- provide accessible martial arts training, classes, courses, workshops and related activities for children, young people and adults;
- support physical fitness, confidence, discipline, resilience, teamwork, respect and personal development;
- provide opportunities for people of different ages, abilities and backgrounds to participate in a safe, inclusive and supportive environment;
- encourage participation in community events, demonstrations, competitions and educational activities where these further the Company's community purpose;
- support the development of coaches, volunteers, leaders and other people involved in delivering martial arts and community programmes; and
- undertake any other lawful activities that are incidental or conducive to achieving these objects.

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2.3 The Company shall pursue its objects for the benefit of the community and shall not be operated primarily for the private benefit of its directors, members or other individuals.

3. Powers

3.1 In furtherance of its objects, the Company may:

- raise funds and receive grants, donations, sponsorship, subscriptions, fees and other lawful income;
- open and operate bank accounts and other financial facilities;
- buy, lease, hire, use, maintain and dispose of equipment and other assets, subject to the asset lock and applicable law;
- employ staff and engage coaches, instructors, contractors, advisers and volunteers;
- hire or acquire premises and facilities for training and community activities;
- organise classes, courses, events, competitions, demonstrations, camps and community programmes;
- enter into contracts and partnerships with organisations, schools, community groups, public bodies and other appropriate organisations;
- insure the Company, its activities, directors, staff and volunteers as appropriate;
- invest or otherwise deal with Company funds in accordance with applicable law and any restrictions imposed on a CIC; and
- do anything lawful that is incidental or conducive to achieving the Company's objects.

4. Members

4.1 The Company shall have at least one member and may have such additional members as the directors determine in accordance with the Articles.

4.2 Membership shall be open to persons or organisations who support the Company's objects and agree to comply with these Articles and any lawful membership procedures.

4.3 The directors may establish reasonable membership procedures, provided that they are consistent with the Company's community purpose and applicable law.

4.4 A member may resign by giving written notice to the Company.

4.5 Membership may be terminated only in accordance with a fair and reasonable procedure adopted by the directors and consistent with applicable law.

5. Liability of Members

5.1 Each member undertakes that, if the Company is wound up while they are a member, or within twelve months after they cease to be a member, they will contribute such amount as may be required for the debts and liabilities of the Company contracted before they ceased to be a member, not exceeding £10.



6. Directors

- 6.1 The Company shall be managed by a board of directors.
- 6.2 The first directors shall be those named in the Company's incorporation documents.
- 6.3 The directors shall be responsible for the strategic direction, management and governance of the Company and shall act collectively in the best interests of the Company and its community purpose.
- 6.4 The board should, where reasonably practicable, include people with appropriate experience in martial arts, safeguarding, finance, community development, education, administration or other skills relevant to the Company.
- 6.5 A person may be appointed as a director by ordinary resolution of the members or by decision of the existing directors, subject to the Companies Act 2006 and these Articles.
- 6.6 A director may resign by giving written notice to the Company.
- 6.7 A director may be removed where permitted by law, including by ordinary resolution of the members, subject to any statutory requirements.
- 6.8 Directors shall normally serve without a fixed term unless the board or members determine otherwise. Directors may be reappointed.
- 6.9 The Company shall maintain all required statutory records concerning its directors.

7. Duties and Conflicts of Interest

- 7.1 Directors shall comply with their statutory duties under the Companies Act 2006 and all other applicable legal requirements.
- 7.2 A director who has, or may have, a direct or indirect interest in a proposed transaction or arrangement involving the Company must declare that interest in accordance with the law and the Company's procedures.
- 7.3 A director with a conflict shall not participate in a decision where the law or the board's conflict-of-interest procedures require them to withdraw.
- 7.4 The Company shall maintain a register or record of declared conflicts and related decisions where appropriate.

8. Board Meetings and Decision-Making

- 8.1 The directors shall meet as often as reasonably necessary to manage the Company effectively and, where practicable, at least four times each year.
- 8.2 Any director may request a board meeting.
- 8.3 Reasonable notice of meetings shall be given to all directors, unless an urgent decision is required.



8.4 The quorum for a directors' meeting shall be two directors, or one director where the Company has only one director and the law permits a single-director board.

8.5 Questions arising at a board meeting shall normally be decided by a simple majority of directors present and entitled to vote. The chair shall have a casting vote where permitted by law and these Articles.

8.6 Directors may participate in meetings by suitable electronic or other communication methods, provided that all participating directors can communicate adequately with one another.

8.7 The Company shall keep minutes of directors' meetings and decisions.

9. Members' Meetings

9.1 General meetings shall be held where required by law or where the directors consider a meeting necessary.

9.2 Members shall receive the notice required by law.

9.3 The quorum for a members' meeting shall be two qualifying members, or one member where the Company has only one member and the law permits.

9.4 Each member shall have one vote unless the Company's incorporation documents lawfully provide otherwise.

9.5 Decisions shall be made by ordinary or special resolution as required by the Companies Act 2006.

9.6 Members may participate in meetings by electronic means where lawful and appropriate.

9.7 Minutes of members' meetings and written resolutions shall be retained in accordance with legal requirements.

10. Finance and Financial Controls

10.1 The Company's funds shall be applied only in furtherance of its objects and for lawful purposes.

10.2 The directors shall establish appropriate financial controls, including budgeting, record keeping, approval of expenditure and review of bank transactions.

10.3 Bank accounts shall be held in the Company's name.

10.4 The directors shall ensure that appropriate accounting records and annual accounts are prepared and filed as required by law.

10.5 No director shall use Company funds or assets for personal purposes.

10.6 Directors may be reimbursed for reasonable expenses properly incurred on behalf of the Company, subject to appropriate evidence and approval.

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10.7 Any remuneration or payment to a director must be lawful, properly authorised and consistent with CIC requirements.

11. Asset Lock

11.1 The Company is subject to the statutory asset lock applicable to Community Interest Companies.

11.2 The Company's assets and income shall be used primarily to benefit the community and further its objects.

11.3 The Company shall not transfer assets for less than full consideration except where permitted by law and by the CIC asset-lock provisions.

11.4 Any distribution or transfer of assets on winding up shall be made only to an organisation or body permitted by the CIC legislation and the Company's statutory asset-lock provisions.

11.5 Nothing in these Articles permits the Company to make a payment or transfer that would breach the statutory asset lock.

12. Safeguarding, Equality and Safety

12.1 The Company shall seek to provide a safe, respectful and inclusive environment for all participants.

12.2 The directors shall maintain appropriate safeguarding arrangements for children and adults at risk, including suitable policies, reporting procedures and checks where required.

12.3 The Company shall take reasonable steps to manage risks associated with martial arts training, physical activity, premises, equipment and events.

12.4 The Company shall seek to comply with applicable equality, health and safety, safeguarding, data protection and other relevant legislation.

13. Records and Policies

13.1 The Company shall maintain records required by law, including accounting records, statutory registers, minutes and relevant governance documents.

13.2 The directors may adopt policies and procedures to support the operation of the Company, including policies relating to safeguarding, health and safety, equality and inclusion, complaints, finance, conflicts of interest, data protection and disciplinary matters.

13.3 Policies adopted by the directors must be consistent with these Articles and applicable law.

14. Complaints and Disputes

14.1 The directors shall establish a reasonable procedure for receiving and considering complaints about the Company's activities.

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14.2 Complaints shall be handled fairly, confidentially where appropriate and within a reasonable period.

14.3 Nothing in this Article prevents a person from exercising any statutory or legal right available to them.

15. Amendments

15.1 These Articles may be amended only in accordance with the Companies Act 2006 and the statutory requirements applicable to Community Interest Companies.

15.2 Any amendment that requires the consent or approval of the CIC Regulator or another authority shall not take effect unless and until the required consent or approval has been obtained.

16. Winding Up

16.1 If the Company is wound up or dissolved, its remaining assets shall be applied in accordance with the CIC statutory asset-lock provisions and the Company's registered Articles.

16.2 After payment of all debts, liabilities and costs of winding up, any remaining assets shall not be distributed to members except to the extent expressly permitted by law.

16.3 Remaining assets shall be transferred to an asset-locked body or other permitted organisation whose purposes are compatible with the community purpose of the Company, as determined in accordance with the law and the Company's registered Articles.

17. Interpretation

17.1 In these Articles, "Company", "director", "member", "objects", "asset-locked body" and other terms shall have the meanings given to them by the Companies Act 2006, the Community Interest Company legislation or, where appropriate, these Articles.

17.2 If any provision of these Articles conflicts with mandatory legislation applicable to the Company, the legislation shall prevail and the affected provision shall be read or amended to the extent necessary to comply with the law.

18. Adoption and Approval

These Articles are intended as a governance drafting document for Active Martial Arts North Devon CIC.

Company name	Active Martial Arts North Devon CIC
Company number	13366541
Registered office	1 Honeysuckle Close, Devon, EX31 3RX
Date adopted	10/07/2026
Approved by	Aaron Blake – Managing Director

