THE COMPANIES ACT 2006

A CHARITABLE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

The Sidings Community Centre

INDEX TO THE ARTICLES

PART 1 - NAME, INTERPRETATION AND LIMITATION OF LIABILITY

1. Name
2. Defined terms
3. Liability of members
4. Objects
5. Powers

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority
7. Directors may delegate
8. Committees

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively
10. Unanimous decisions
11. Calling a directors' meeting
12. Participation in directors' meetings
13. Quorum for directors' meetings
14. Chairing of directors' meetings
15. Casting vote
16. Declaration of directors' interests
17. Conflicts of interest and conflict of loyalties
18. Records of decisions to be kept
19. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

20. Eligibility to be appointed a director
21. Methods of appointing directors
22. Termination of director's appointment
23. Directors' remuneration
24. Payment for supply of goods only - controls
25. Directors' expenses

PART 3 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. Register of Members
27. Applications for membership
28. Termination of membership

ORGANISATION OF GENERAL MEETINGS

29. Requirement for an Annual General Meeting
30. Notice of general meetings
31. Quorum for general meetings
32. Chairing general meetings
33. Attendance and speaking by directors and non-members

VOTING AT GENERAL MEETINGS
34. Voting: general
35. Errors and disputes
36. Poll votes
37. Content of proxy notices
38. Delivery of proxy notices
39. Written resolutions

PART 4 - ADMINISTRATIVE ARRANGEMENTS

COMMUNICATIONS AND REPORTING
40. Means of communication to be used
41. Accounts
42. Annual Report & Annual Return, and Register of Charities

DIRECTORS' INDEMNITY
43. Indemnity

APPLICATION OF INCOME, PROPERTY AND ASSETS
44. Income and property
45. Dissolution

RULES AND DISPUTES
46. Rules
47. Disputes

PART 1 – NAME, INTERPRETATION AND LIMITATION OF LIABILITY

1. Name

The company's name is **The Sidings Community Centre** and in the articles it is called the "charity";

2. Defined terms

In the articles, unless the context requires otherwise: -

"articles" means the charity'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;

"charity" means the company intended to be regulated by the articles;

"Commission" means the Charity Commission for England & Wales;

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

"connected person" means as follows, and Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the following terms:

(1) a child, parent, grandchild, grandparent, brother or sister of the director;

(2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;

(3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

(4) an institution which is controlled:
  (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
  (b) by two or more persons falling within sub-clause (a), when taken together;

(5) a body corporate in which:
  (a) the director or any connected person falling within subclauses (1) to (3) has a substantial interest; or
  (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest;

"director" means a director of the charity, and includes any person occupying the position of director, by whatever name called. The directors are the charity trustees as defined by section 177 of the Charities Act 2011;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"member" has the meaning given in section 112 of the Companies Act 2006;

"memorandum" means the charity's memorandum of association;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 12;

"secretary" means any person appointed to perform the duties of the secretary of the charity;

"writing" means 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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

3. Liability of members

The liability of each member is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they are a member or within one year after they ceased to be a member, for payment of the charity's debts and liabilities incurred before they ceased to be a member, payment of the costs, charges and expenses of winding up, and adjustment of the rights of the contributories among themselves.

4. Objects

The charity's objects are specifically restricted to the following:

(a) to promote the benefit of the inhabitants of Kilburn and West Hampstead and the neighbourhood - thereinafter called the Area of Benefit, without distinction of sex, race or of political, religious or other opinions by associating the local authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants.

(b) to establish and secure the establishment of a community centre thereinafter called the Centre, and to maintain and manage, or to co-operate with any local statutory authority in the maintenance and management of such a centre for activities promoted by the Association and its constituent bodies in furtherance of the above objects.

The Association shall be non-party in politics and non-sectarian in religion. The Association shall have power to affiliate to the National Federation of Community Associations with similar charitable objects.

5. Powers

The charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so (but not for any other purpose). In particular, the charity has power:

(1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

(4) to make grants, donations, or loans of money and to give or receive guarantees;

(5) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 124 - 6 of the Charities Act 2011 if it wishes to mortgage land;

(6) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(7) to promote or carry out research and publish the useful results;

(8) to publish and distribute information and hold meetings, lectures, and conferences;

(9) to carry out the Objects whether as principal or agent and whether alone or with others;

(10) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(11) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(12) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(13) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may remunerate a director only to the extent it is permitted to do so by article 23 and provided it complies with the conditions in that article;

(14) to deposit or invest funds;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(15) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

(16) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

6.1 Subject to restrictions imposed by the articles or any special resolution or the Companies Acts, the directors shall manage the charity's business and may exercise all the powers of the charity.

6.2 No alteration of the articles or any special resolution shall have retrospective effect or invalidate any prior act of the directors.

6.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

7. Directors may delegate

7.1 The directors may delegate any of their powers or functions to a committee of two or more directors, but the terms of delegation must be recorded in the minute book;

7.2 The directors may revoke any delegation in whole or part or alter its terms and conditions.

7.3 The directors may impose conditions when delegating including the condition that no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

8. Committees

8.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors;

8.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10. Unanimous decisions

10.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter;

10.2 Such a decision may take the form of a resolution in writing or may be in electronic form, but in either case be agreed by all of the eligible directors signifying their agreement;

10.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting;

10.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a directors' meeting

11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors.

11.2 Notice of any directors' meeting must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.3 Notice of a directors' meeting must be given to each director but need not be in writing.

11.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the charity not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11.5 The directors shall hold at least six meetings in each year.

12. Participation in directors' meetings

12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

(a) the meeting has been called and takes place in accordance with the articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting ['present' includes being present by suitable electronic means agreed by the directors in which a participant or participants can communicate with all the other participants].

12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other;

12.3 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.

13. Quorum for directors' meetings

13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting;

13.2 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;

13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

(a) to appoint further directors; or

(b) to call a general meeting so as to enable the members to appoint further directors.

13.4 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

14. Chairing of directors' meetings

14.1 The directors may appoint a director to chair their meetings;

14.2 The person so appointed for the time being is known as the chair;

14.3 The directors may terminate the chair's appointment at any time; and

14.4 If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15. Casting vote

15.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote;

15.2 Article 15(1) does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Declaration of directors' interests

A director must declare the nature and extent of any interest, direct or indirect, which the have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent themselves from any discussions of the directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

17. Conflict of interests and conflict of loyalties

17.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

17.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

18. Records of decisions to be kept

The directors must ensure that the charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of all proceedings of the charity directors and committees including every unanimous or majority decision taken by the directors. This should include the names of those present, the decisions made, and where appropriate the reasons for the decision.

19. Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which the think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

20. Eligibility to be appointed a director

20.1 The minimum number of directors shall be 3 but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

20.2 A director must be a natural person aged 16 years or older.

20.3 No one may be appointed a director if they would be disqualified from acting under the provisions of article 22.

20.4 A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

20.5 No person may be appointed a director unless they are a member of the charity.

21. Methods of appointing directors

21.1 Any person who is willing to act as a director, and is permitted by law and these articles to do so, may, subject to articles 21(2)-(5), be appointed to be a director:

(a) by ordinary resolution (on initial appointment or subsequently) [passed by at least two thirds of those members who vote at the relevant meeting or who respond to the relevant written resolution]; or

(b) a decision of the directors [in which there is an affirmative vote by at least two thirds of the directors in office] (on initial appointment).

21.2 Subject to article 21(3), each director shall hold office for a period of 3 years from the date of their appointment upon expiry of which period they shall automatically cease to hold office but they may then offer themselves for re-election by ordinary resolution for a further period of up to 3 years.

21.3 A director appointed by a decision of the directors shall cease to hold office on the first anniversary of their appointment and may only be re-appointed for the balance of their 3-year period of office by ordinary resolution.

21.4 No person shall be appointed or re-appointed as a director by ordinary resolution unless recommended for election or re-election by the directors.

21.5 No person shall hold office as a director for a cumulative maximum period exceeding 15 years [whether or not that maximum period comprises one or more continuous periods].

21.6 The first directors shall be the subscribers to the memorandum and shall be those persons notified to Companies House as the first directors.

22. Termination of director's appointment

22. A person ceases to be a director as soon as:

(a) they cease to be a director by virtue of any provision of the Companies Acts or are prohibited by law from being a director;

(b) they are disqualified from acting as a trustee by virtue of sections 178 and 179 (b) of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

(c) in the written opinion, given to the charity, of a registered medical practitioner treating the person, they have become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

(d) notification is received by the charity 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 2 directors will remain in office when the notification is to take effect;

(e) they are absent without the permission of the directors from 3 consecutive meetings of the directors held within a period of six consecutive months and the directors resolve that their office be vacated;

(f) they are removed from office under section 168 of the Companies Act 2006;

(g) they fail to declare an interest as required by article 16 above;

(h) they cease to be member of the charity.

23. Directors' remuneration

23.1 No director or connected person may be paid any remuneration unless it is authorised by this article 23.

23.2 No director or connected person may:

(a) buy goods or services from the charity on terms preferential to those applicable to other members of the public;

(b) sell goods or services or any interest in land to the charity;

(c) be employed by or receive any remuneration from the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by this article 23 or authorised by the court or by the Commission.

In this article, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

23.3 A director or connected person may receive a benefit from the charity in their capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.

23.4 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

23.5 Subject to sub-clause 24 of this article, a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.

23.6 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must not be more than the Bank of England base rate (also known as the base rate);

23.7 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or they rent or other terms of the lease are under discussion.

23.8 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

23.9 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense pursuant to article 5.15 and may receive an indemnity from the charity in the circumstances specified in article 43.1.

24. Payment for supply of goods only - controls

24.1 The charity and its directors may only rely upon the authority provided by article 23.5 if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be); and the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity;

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

(c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them with regard to the supply of goods to the charity;

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;

(f) The reason for their decision is recorded by the directors in the minute book;

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 23.

24.2 In articles 23 and 24, "charity" shall include any company in which the charity:

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares; or

(c) has the right to appoint one or more directors to the board of the company;

24.3 In this article 24, "connected person" includes any person within the definition in article 2.

25. Directors' expenses

A director is entitled to receive reimbursement from the property of the charity of reasonable out-of-pocket expenses (including hotel and travel costs) actually and properly incurred by them when acting on behalf of the charity and in the discharge of their responsibilities in relation to the charity including but not limited to those expenses incurred in connection with their attendance at meetings of directors or committees of directors.

PART 3 - MEMBERS BECOMING AND CEASING TO BE A MEMBER

26. Register of members

26.1 The directors must keep a register of names and addresses of members.

26.2 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

27. Applications for membership

27.1 The first members shall be those persons who subscribe to the memorandum.

27.2 No person or organisation shall become a member of the charity unless:

(a) that person has completed an application for membership in a form approved by the directors; and

(b) the directors have approved the application.

27.3 The directors may only refuse an application for membership if, acting reasonably and properly, the consider it to be in the best interests of the charity to refuse the application.

27.4 The directors must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.

27.5 The directors must consider any written representation the applicant may make about the decision. The director's decision following any written representation must be notified to the applicant in writing but shall be final.

27.6 Membership is not transferable.

28. Termination of membership

28.1 Membership is terminated if:

(a) that member dies; or

(b) the member resigns by written notice to the charity unless, after their resignation, there would be less than two members; or

(c) any sum due from the member to the charity is not paid in full within six months of it fall due.

28.2 A person's membership may be terminated by resolution of the directors on the grounds that in their reasonable opinion the member's continued membership is harmful to the charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice).

ORGANISATION OF GENERAL MEETINGS

29. Requirement for an Annual General Meeting

29.1 The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

29.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

29.3 The directors may call a general meeting at any time.

30. Notice of general meetings

30.1 At least fourteen days' notice must be given for any general meeting but if the meeting is an annual general meeting or is called to pass a special resolution at least twenty-one days' notice must be given.

30.2 A general meeting may be called at shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

30.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 37.

30.4 The notice must be given to all the members and to the directors and auditors.

30.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

31. Quorum for general meetings

31.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

31.2 A quorum shall be 10% of the membership, present in person or by proxy and entitled to vote upon the business at the meeting.

31.3 If a quorum is not present within half an hour of the time appointed for the meeting; or during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the directors determine.

31.4 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

31.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

32. Chairing general meetings

32.1 If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

32.2 If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

(a) the directors present; or

(b) (if no directors are present), the meeting,

must appoint a director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting;

32.3 The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

33. Attendance and speaking at general meetings

33.1 Directors may attend and speak at general meetings in their capacity as directors;

33.2 The chair of the meeting may permit other persons who are not members of the charity to attend and speak at a general meeting.

33.3 A person is able to exercise their right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting;

33.4 A person is able to exercise their right to vote at a general meeting

when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

33.3 The directors may make whatever arrangements the consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

VOTING AT GENERAL MEETINGS

34. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles. Each member shall have one vote.

35. Errors and disputes

35.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid;

35.2 Any such objection must be referred to the chair of the meeting whose decision is final.

36. Poll votes

36.1 A poll on a resolution may be demanded:

(a) in advance of the general meeting where it is to be put to the vote; or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

36.2 A poll may be demanded by:

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

36.3 A demand for a poll may be withdrawn if:

(a) the poll has not yet been taken; and

(b) the chair of the meeting consents to the withdrawal.

36.4 Polls must be taken immediately and in such manner as the chair of the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

36.5 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

37. Content of proxy notices

37.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

37.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

37.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

37.4 Unless a proxy notice indicates otherwise, it must be treated as:

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. Delivery of proxy notices

38.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

38.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates;

38.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

39. Written resolutions

39.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date;

39.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement;

PART 4 - ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

40.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity;

40.2 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;

40.3 A director may agree with the charity that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

40.4 Any notice to be given to or by any person pursuant to the articles:

(a) must be in writing; or

(b) must be given in electronic form.

40.5 The charity may give notice to a member either:

(a) personally; or

(b) by sending it by post addressed to the member; or

(c) by leaving it at the address of the member; or

(d) by giving it in electronic form to the member’s address; or

(e) by placing the notice on a website and providing the member with a notification of the electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a charity meeting and must specify the place, date and time of the meeting.

40.6 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

40.7 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

40.8 Proof that an electronic form of notice was given shall be conclusive where the charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

40.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

(a) 48 hours after the envelope containing it was posted; or

(b) in the case of an electronic form of communication, 48 hours after it was sent.

41. Accounts

41.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

41.2 The directors must keep accounting records as required by the Companies Acts.

41.3 Except as provided by law or authorised by the directors or an ordinary resolution of the charity, no person is entitled to inspect any of the charity's accounting or other records or documents merely by virtue of being a member.

42. Annual Report and Return, and Register of Charities

42.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:

(a) transmission of a copy of the statements of account to the Commission;

(b) preparation of an Annual Report and its transmission of a copy of it to the Commission;

(c) preparation of an Annual Return and its transmission to the Commission;

42.2 The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

DIRECTORS' INDEMNITY

43. Indemnity

43.1 The charity may indemnify a relevant director against any liability incurred by them in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

43.2 In this article a "relevant director" means any director or former director of the charity.

APPLICATION OF INCOME, PROPERTY AND ASSETS

44. Income and property

44.1 All income and property of the charity shall be applied solely towards the promotion of the Objects.

44.2 In no circumstances shall any income or property of the charity belong to the members.

44.3 A member may not receive directly or indirectly any benefit or payment from the charity save in the capacity of a beneficiary of the charity and save for reasonable and proper remuneration for any goods and services supplied to the charity.

44.4 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the charity.

(a) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(b) A director may receive an indemnity from the charity in the circumstances specified in article 43.

(c) A director may not receive any other benefit or payment unless it is authorised by article 43.

44.5 Subject to article 43 none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

45. Dissolution

45.1 If the charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied or transferred in one or more of the following ways:

(a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to, the Objects;

(b) directly for the Objects or charitable purposes within, or similar to, the Objects;

(c) in such other manner consistent with charitable status as the Commission approve in writing in advance.

45.2 In no circumstances shall the net assets of the charity be paid or distributed among the members of the charity;

45.3 A final report and statement of account must be sent to the Commission.

RULES AND DISPUTES

46. Rules

46.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.

46.2 The bye laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

(e) generally, all such matters as are commonly the subject matter of company rules.

46.3 The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

46.4 The directors must adopt such means are the think sufficient to bring the rules and bye laws to the notice of members of the charity.

46.5 The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

47. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

END