



I certify that this is a true copy
Mark Clarke
Mark Clarke, Company Secretary
Date: 30 March 2005

The Companies Acts 1985 & 1989

1395546

COMPANY LIMITED BY GUARANTEE

Articles of Association of

LONDON VOLUNTARY SERVICE COUNCIL

(as amended by resolution on 28 October 1998 and 19 January 2005)

Interpretations

In these Articles:

"the Act means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"the Company" means the above-named company.

"the Executive Committee" means all those persons appointed to perform the duties of the directors of the Company.

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

"Employee" means anyone holding a contract of employment with the Company to undertake eight or more hours paid work per week for the Company.

"the Seal" means the common seal of the Company.

"in writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

- 1 The first members of the Company shall be the Subscribers to the Memorandum of Association.
- 2 The Executive Committee may at its discretion admit to membership organisations who support the objects of the Company. Upon admission, each

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member shall be allocated to either of the following categories of membership:

- a) "Full members" shall be those Councils for Voluntary Service who are operative within the area known as Greater London (as defined in clause 3 of the memorandum of association of this Company), and who fulfil the criteria laid down by the Executive Committee from time to time, and other voluntary organisations whose objects and activities are compatible with those of the Company, and who are operative throughout Greater London, or in more than one London Borough.
 - b) "Associate members" are those not for profit organisations who are operative within Greater London, and whose objects are compatible with the objects of the Company, but who do not qualify for inclusion in the category of full members.
- 3 Both Full and Associate Members shall be entitled to receive notice of, attend and speak at all General Meetings of the Company. A corporate body or association which is a member shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the corporate body or association would exercise if it were an individual person. Each member organisation shall send to the Secretary of the Company written notification of its choice of representative.

Register of Members

- 4 The Company shall maintain a Register of Members in which shall be recorded the name and address of every Full Member, and the dates on which they became a member and on which they ceased to be a member. A written consent to become a member or the Register of Members shall be signed and a duly authorised officer shall sign on behalf of each Member organisation. A member shall notify the Secretary in writing within seven days of a change to their name and address.

Cessation of Membership

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5. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
- 6 A member shall cease to be a member if it:
- a) resigns in writing to the Secretary; or
 - b) ceases in the opinion of the Executive Committee to qualify for one of the categories of membership defined clause 2 above;
 - c) ceases in the opinion of the Executive Committee to support the objects of the Company; or
 - d) is wound up or goes into liquidation , if a corporate body or association; or
 - e) is expelled by the Executive Committee for conduct prejudicial to the Company, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.
 - f) fails to pay such membership fee as is determined by LVSC within three months of the fee being due, provided that the Executive Committee may resolve that the membership shall be continued notwithstanding the non-payment of subscription. No member shall re-admitted to membership unless all arrears are paid, provided that the Executive Committee may resolve that the membership shall be renewed notwithstanding the non-payment of arrears.
 - g) fails to send a representative or appoint a proxy to two consecutive Annual General Meetings of the Company.

General Meetings

- 7 The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual Meeting shall be held within eighteen

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months of incorporation, it need not be held in the year of incorporation nor in the following year.

- 8 The business of an Annual General Meeting shall comprise:
- a) the consideration of the Report and Accounts presented by the Executive Committee;
 - b) the election of Executive Committee members and honorary officers;
 - c) the appointment and the fixing of the remuneration of the auditor or auditors;
 - d) such other business as may have been specified in the notices calling the meeting.
- 9 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 10 The Executive Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
- 11 Decisions at General Meetings shall be made by passing resolutions:
- a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
 - b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.

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Notices

- 12 An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a member of the Executive Committee shall be called by at least twenty-one clear days notice. Any other General Meeting shall be called by at least fourteen clear days notice.
- 13 Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members.
- 14 Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or resolution to remove a member of the Executive Committee or the auditor, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
- 15 Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
- 16 The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

- 17 Full members shall be entitled to one vote each. Associate members shall not be entitled to vote, but shall be entitled to receive notice of, attend and speak at all General Meetings of the Company.
- 18 On any resolution to be decided on a show of hands, only members present in person shall be entitled to cast a vote. Members present by proxy may only

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vote on resolutions to be decided by secret ballot. Only one vote may be cast by each member on any particular resolution. Only other members of the Company may act as proxy for a member, and the proxy must be from the same category of membership as the member for whom they are acting. Any person claiming to act as a proxy for any member shall produce written authorisation to act on its behalf. A proxy may be instructed by the member for whom she/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.

- 19 A member shall declare an interest in, and shall not debate or vote in respect of, any matter in which it has a personal material or financial interest without the permission of a majority of the other members present.
- 20 No business shall be transacted at a General Meeting unless a quorum is present in person or by proxy. The number of members constituting a quorum is 20% or 25 of the members of the company, whichever is the lower.
- 21 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Executive Committee may decide and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
- 22 At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 23 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but not business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any

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notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 24 At any General Meeting a resolution put to the vote of the meeting shall be decided on a vote by indication unless a secret ballot is, before or on the declaration of the result of the vote by indication, demanded by at least two members present in person or by proxy. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a vote by indication been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
- 25 If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs. The demand for a secret ballot may be withdrawn.
- 26 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.
- 27 In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 28 Subject to the provisions of the Act, a resolution in writing shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.
- 29 The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Executive Committee

- 30 The Company shall have a Executive Committee of not less than ten and not more than eighteen people.
- 31 The initial Executive Committee shall be appointed by the subscribers to the Memorandum of Association and shall serve until the first Annual General Meeting of the Company.

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- 32 Following the first Annual General Meeting, the Company shall have a Executive Committee comprising:
- a) Up to six people elected by and from the full members at the Annual General Meeting;
 - b) The honorary officers, elected in accordance with article 43 below;
 - c) Up to nine persons co-opted under article 36 below including up to three people from the networks hosted by the Company;
- 33 The Executive Committee may from time to time and at any time appoint any person as a member of the Executive Committee to fill a casual vacancy. Any person so appointed shall retain her/his office only until the next Annual General Meeting, but he/she shall then be eligible for re-election.
- 34 For the avoidance of doubt, members of the Executive Committee are directors of the company within the meaning of the Act and trustees of the charity within the meaning of the Charities Act 1993.
- 35 At the second and every subsequent Annual General Meeting, one third of the elected members who are from the category of full members of the Executive Committee shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Executive Committee who have been in office for the same length of time, the members to retire shall be selected by lot.
- 36 In addition to appointments made under article 33 the Executive Committee may at any time co-opt up to nine persons, whether or not a member of the Company. Subject to article 42 below, co-opted members of the Executive Committee shall serve until the Annual General Meeting following their co-option, but may be removed at any time by the Executive Committee.
- 37 Retiring members of the Executive Committee whether elected, co-opted or Honorary Officers shall be eligible for re-election or re co-option as members of the Executive Committee or Honorary Officers provided that they shall not serve for a continuous period of more than six years without a gap of at least one year between appointments and provided that they shall not service for a cumulative period of more than twelve years altogether, provided that notwithstanding the above the members in General Meeting may resolve by

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Ordinary Resolution that an Executive Committee member may stand for re-election.

- 38 Under no circumstances shall any employee of the Company or any person aged less than eighteen years or any person disqualified law from serving as a director of a company or as a trustee of a charity be a member of the Executive Committee.
- 39 Executive Committee member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted.
- 40 Executive Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Executive Committee or General Meetings of the Company or in connection with the business of the Company.
- 41 Any Executive Committee member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the Executive Committee, provided that nothing shall authorise a Executive Committee member or his/her firm to act as auditor to the Company.
- 42 The office of Executive Committee member shall be immediately vacated if s/he:
- a) resigns her/his office in writing to the Company; or
 - b) in the opinion of a majority of the Executive Committee, fails to declare her/his interest in any contract as referred to in Article 39; or
 - c) becomes bankrupt or is otherwise disqualified by law from serving as a director of a company or as a trustee of a charity; or
 - d) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
 - e) fails to attend three consecutive meetings of the Executive Committee.

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Honorary Officers

- 43 The members of the Company shall elect at the Annual General Meeting a Chairperson, Vice-Chairperson and Treasurer who shall have such functions and duties as may be decided from time to time by the Executive Committee. Honorary Officers appointed under this article shall retire at the Annual General Meeting following their election and are eligible for re-election as set out in article 37.
- 44 The business of the Company shall be managed by the Executive Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Executive Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified from time to time by the Executive Committee must be signed by at least two Executive Committee members.
- 45 Without prejudice to its general powers, the Executive Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Executive Committee

- 46 Members of the Executive Committee shall meet together for the despatch of business at least five times between consecutive Annual General Meetings and may adjourn and otherwise regulate their meetings as they think fit.
- 47 An honorary officer may and the Secretary on the requisition of two or more Executive Committee members shall summon a meeting of the Executive

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Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Executive Committee to any of its members for the time being absent from the United Kingdom.

- 48 The quorum necessary for the transaction of the business of the Executive Committee shall be one quarter of the members of the Executive Committee or three members, whichever is the greater.
- 49 The Executive Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum required to form a quorum, the Executive Committee may act for the purposes of increasing the number of Executive Committee members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
- 50 At every Executive Committee meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson shall preside, and in the event of her/his absence the Executive Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 51 The Executive Committee shall cause accurate records to be made, in books provided for that purpose, of:
- a) the name, details and date of appointment of all persons appointed to office;
 - b) the names of the Executive Committee members, officers, members, representatives and other persons present at all General, Executive Committee, and Sub-Committee meetings of the Company;
 - c) minutes of all proceedings and resolutions at all General, Executive Committee and Sub-Committee meetings of the Company;
 - d) all applications of the Seal to any document.
- 52 All such records and minutes shall be open to inspection during normal working hours by any member of the Executive Committee and by any person authorised by the Company in General Meeting. Minutes of General Meetings

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shall be available for inspection by any member of the Company during normal working hours.

- 53 The Executive Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee which regulations shall always include provision for regular and prompt reports to the Executive Committee.
- 54 All acts done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Executive Committee member.
- 55 A resolution in writing, signed by all the Executive Committee members who for the time being are entitled to vote, shall be as valid and effective as if it had been passed at a meeting of the Executive Committee, and may consist of several documents in the same form, each signed by one or more Executive Committee members.
- 56 The Executive Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Voting

- 57 Questions arising at meetings of all the Company committees and sub-committees shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

Secretary

- 58 The Executive Committee shall appoint a Secretary of the Company upon such conditions as they think fit and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Executive Committee.

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- 59 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Executive Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

- 60 If the Company has a Seal, it shall only be used by the authority of the Executive Committee and every instrument to which the Seal shall be applied shall be signed by a Executive Committee member and shall be countersigned by the Secretary or by a second Executive Committee member. Every such application of the Seal shall be minuted.

Accounts

- 61 The Executive Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
- a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b) all sales and purchases of goods by the Company;
 - c) the assets and liabilities of the Company.

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

- 62 The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
- 63 The Executive Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

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- 64 A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Executive Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

- 65 Subject to such statutory regulations and exemptions as may be in force, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Indemnity

- 66 Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Dissolution

- 67 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.