

Amended by Special Resolution dated 5 February 2018

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE

1449394/3

ARTICLES OF ASSOCIATION

OF

THE STOCKWELL CENTRE (COLCHESTER) LIMITED ✓

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act 1948.

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

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

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association. ✓

MEMBERS

2. The number of members with which the

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RM 23/03/2018 #58
COMPANIES HOUSE

Association proposes to be registered is 1,000 but the Members of the Council of Management may from time to time register an increase of members

3. The subscribers to the Memorandum of Association and such other persons as the Members of the Council of Management shall admit to membership shall be members of the Association.

GENERAL MEETINGS

4. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

5. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Members of the Council of Management may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by section 132 of the Act. If at any time there are not within the United Kingdom sufficient Members of the Council of Management capable of acting to form a quorum, any Member of the Council of Management or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly possible as that in which meetings may be convened by the Members of the Council of Management.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen day's notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place,

the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Members of the Council of Management and auditors, the election of Members of the Council of Management in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.

10. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.

11. 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 to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Members of the Council of Management may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

12. The Chairman, if any, of the Council of Management, shall preside as Chairman at every general meeting of the Association, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Members of the Council of Management present shall elect one of their number to be Chairman of the meeting.

13. If at any meeting no Member of the Council of Management is willing to act as Chairman or if no Member of the Council of Management is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.

14. The Chairman 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 no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded

- (a) by the Chairman; or
- (b) by at least three members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to the effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

18. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporation by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.

21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

22. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been paid.

23. On a poll votes may be given either personally or by proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.

25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

26. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"

I(We) of
..... in the County of
..... being a member (members) of the above named
Association, hereby appoint
of or failing him
..... of
as my (our) proxy to vote for me (us) on my (our)
behalf at the annual (extraordinary) general
meeting of the Association to be held on the
day of and at any adjournment thereof.

Signed this day of19.."

27. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the

following form or a form as near thereto as circumstances admit:

"

I(We) of
..... in the County of
being a member (members) of the above named
Association, hereby appoint
of or failing him
..... of
..... as my (our) proxy to vote
for me (us) on my (our) behalf at the annual
(extraordinary) general meeting of the Association
to be held on the day of and
at any adjournment thereof.

Signed this day of19..

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed the proxy will vote as
he thinks fit.

(* Strike out whichever is not desired.) "

28. The instrument appointing a proxy shall be
deemed to confer authority to demand or join in
demanding a poll.

29. A vote given in accordance with the terms of
an instrument of proxy shall be valid notwithstand-
ing the previous death or insanity of the principal
or revocation of the proxy or of the authority
under which the proxy was executed, provided that
no intimation in writing of such death, insanity or
revocation as aforesaid shall have been received by
the Association at the office before the commence-
ment of the meeting or adjourned meeting at which
the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS

30. Any corporation which is a member of the
Association may by resolution of its directors or
other governing body authorise such person as it
thinks fit to act as its representative at any
meeting of the Association and the person so
authorised shall be entitled to exercise the same
powers on behalf of the corporation which he
represents as that corporation could exercise if it
were an individual member of the Association.

30A. No person shall be eligible to hold office as a member of the Council of Management unless he is a member of the Association or an officer of a corporation which is a member of the Association.

MEMBERS OF THE COUNCIL OF MANAGEMENT

31. The number of the first Members of the Council of Management and the names of the first Members of the Council of Management shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them. Subject as aforesaid the number of the Members of the Council of Management may be determined by a General Meeting.

32. The Members of the Council of Management shall also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Members of the Council of Management or any committee of the Members of the Council of Management or general meetings of the Association or in connection with the business of the Association.

BORROWING POWERS

33. The Members of the Council of Management may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.

POWERS AND DUTIES OF MEMBERS OF THE COUNCIL OF MANAGEMENT

34. The business of the Association shall be managed by the Members of the Council of Management who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Members of the Council of Management which would have been valid if that regulation had not been made.

35. The Members of the Council of Management may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Members of the Council of Management, to be the attorney or attorneys of the Association for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Members of the Council of Management under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Members of the Council of Management may think fit and may also authorise any such attorney as the Members of the Council of Management may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Members of the Council of Management shall from time to time by resolution determine.

37. The Members of the Council of Management shall cause minutes to be made in books provided for the purpose :-

- (a) of all appointments of officers made by the Members of the Council of Management;
- (b) of the names of the Members of the Council of Management present at each meeting of the Members of the Council of Management and of any committee of the Members of the Council of Management
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Members of the Council of Management, and of committees of Members of the Council of Management:

And every Member of the Council of Management present at any meeting of the Members of the Council of Management or committee of the Members of the Council of Management shall sign his name in a book to be kept for the purpose.

DISQUALIFICATION OF THE
MEMBERS OF THE COUNCIL OF MANAGEMENT

38. The office of a Member of the Council of Management shall be vacated if the Member of the Council of Management:

- (a) ceases to be eligible to hold office in accordance with Article 30A
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Member of the Council of Management by reason of any order made under Section 188 of the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Association; or
- (f) ceases to be a Member of the Council of Management by virtue of Section 185 of the Act; or
- (g) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the Act.

A Member of the Council of Management shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

ROTATION OF THE MEMBERS
OF THE COUNCIL OF MANAGEMENT

39. At the first annual general meeting of the Association all the Members of the Council of Management shall retire from office, and at the annual general meeting in every subsequent year one-third of the Members of the Council of Management for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

40. The Members of the Council of Management to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Council of Management on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

41. A retiring Member of the Council of Management shall be eligible for re-election.

42. The Association at the meeting at which a Member of the Council of Management retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Member of the Council of Management shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Member of the Council of Management shall have been put to the meeting and lost.

43. No person other than a Member of the Council of Management retiring at the meeting shall unless recommended by the Members of the Council of Management be eligible for election to the office of a Member of the Council of Management at any general meeting unless not less than three nor more than twentyone days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

44. The Association may from time to time by ordinary resolution increase or reduce the number of Members of the Council of Management, and may also determine in what rotation the increased or reduced number is to go out of office.

45. The Members of the Council of Management shall have power at any time, and from time to time, to appoint any person to be a Member of the Council of Management, either to fill a casual vacancy or as an addition to the existing Members of the Council of Management, but so that the total number of Members of the Council of Management shall not at any time exceed the number fixed in accordance with these Articles. Any Member of the Council of Management so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Members of the Council of Management who are to retire by rotation at such meeting.

46. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Member of

the Council of Management before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Member of the Council of Management.

47. The Association may by ordinary resolution appoint another person in place of a Member of the Council of Management removed from office under the immediately preceding Article. Without prejudice to the powers of the Members of the Council of Management under Article 45 the Association in general meeting may appoint any person to be a Member of the Council of Management whether to fill a casual vacancy or as an additional Member of the Council of Management. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Member of the Council of Management on the day on which the Member of the Council of Management in whose place he is appointed was last elected a Member of the Council of Management.

PROCEEDINGS OF THE MEMBERS OF THE COUNCIL OF MANAGEMENT

48. The Members of the Council of Management may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Member of the Council of Management may, and the Secretary on the requisition of a Member of the Council of Management shall, at any time summon a meeting of the Members of the Council of Management. It shall not be necessary to give notice of a meeting of Members of the Council of Management to any Member of the Council of Management for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the Members of the Council of Management may be fixed by the Members of the Council of Management, and unless so fixed shall be two.

50. The continuing Members of the Council of Management may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Members of the Council of Management, the continuing Members of the Council of Management or

Member of the Council of Management may act for the purpose of increasing the number of Members of the Council of Management to that number, or of summoning a general meeting of the Association but for no other purpose.

51. The Members of the Council of Management may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Members of the Council of Management present may choose one of their number to be Chairman of the meeting.

52. The Members of the Council of Management may delegate any of their powers to committees consisting of such Member or Members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Members of the Council of Management. All proceedings of such committees shall be reported back to the Council of Management as soon as possible.

53. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

55. All acts done by any meeting of the Members of the Council of Management or of a committee of the Members of the Council of Management or by any person acting as a Member of the Council of Management, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Council of Management or person acting as aforesaid, 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 Member of the Council of Management.

56. A resolution in writing, signed by all the Members of the Council of Management for the time being entitled to receive notice of a meeting of

the Members of the Council of Management shall be as valid and effectual as if it had been passed at a meeting of the Members of the Council of Management duly convened and held.

SECRETARY

57. The Secretary shall be appointed by the Members of the Council of Management for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Member of the Council of Management and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Council of Management and as, or in place of, the Secretary.

THE SEAL

59. The Members of the Council of Management shall provide for the safe custody of the seal, which shall only be used by the authority of the Members of the Council of Management or of a committee of the Members of the Council of Management authorised by the Members of the Council of Management in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Member of the Council of Management and shall be countersigned by the Secretary or by a second Member of the Council of Management or by some other person appointed by the Members of the Council of Management for that purpose.

ACCOUNTS

60. The Members of the Council of Management shall cause proper books of account to be kept with respect to :-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

61. The books of account shall be kept at the registered office of the Association, or, subject to Section 147(3) of the Act, at such other place or places as the Members of the Council of Management think fit, and shall always be open to the inspection of the Members of the Council of Management.

62. The Members of the Council of Management shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Members of the Council of Management, and no member (not being a Member of the Council of Management) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Members of the Council of Management or by the Association in general meeting.

63. The Members of the Council of Management shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report, shall not less than twentyone days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this Article, shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

NOTICES

66. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association, for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting at the expiration of twentyfour hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) the auditor for the time being of the Association.

No other person shall be entitled to receive notice of general meetings.

DISSOLUTION

68. Clause 9 of the Memorandum of Association shall have effect as if the provisions thereof were repeated in these Articles

THE CHARITY COMMISSION

69. No notice incorporating a resolution for the addition, alteration or amendment to or in the provisions of the Memorandum or Articles of Association for the time being in force shall be sent to the Members of the Association unless the same shall have been previously submitted to and approved by the Charity Commission.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Alan Michael Talbot,
"Belchers",
High Easter,
Nr. Chelmsford,
Essex.

Alan M. Talbot

Psychiatric Social Worker

Date *8th August 1979* Witness *H. R. Powell Jones* ✓

Diana Muriel Tinson,
30 Fitzwalter Road,
Colchester.
Essex.

Counsellor *Diana M. Tinson*

Date *8th August 1979* Witness *H. R. Powell Jones* ✓

Sally Cook,
9 Constitution Hill,
Ipswich,
Suffolk.

S. Cook

Counsellor

Date *8th August 1979* Witness *H. R. Powell Jones* ✓

Peter Purvis Hood,
2 Southside Cottages,
The Street,
Feering,
Essex.

P. Hood

Psychiatric Social Worker

Date *8th August 1979* Witness *Peter Gerald Evans* ✓

Peter Gerald Evans,
St. Botolph's Vicarage,
Priory Street,
Colchester,
Essex.

Peter Gerald Evans

Clerk in Holy Orders

Date *8th August 1979* Witness *Alan M. Talbot*
